

# MAHUA BHARATPUR EXPRESSWAYS LIMITED

*(Formerly known as Madhucon Agra-Jaipur Expressways Limited)*

## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Mahua Bharatpur Expressways Limited (Formerly Known as Madhucon Agra – Jaipur Expressways Limited) ("**Company**") will be held on Tuesday, September 26, 2017 at 11.30 AM at B 806- 807, Advant Navis Business Park, Plot No. 7, Sector 142, Noida - 201305 (UP) to transact the following business:

### SPECIAL BUSINESS

#### **1. Resolution under Section 180(1)(a) for authorizing board for mortgage or hypothecation of properties of Company for the purpose of taking loans**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

**"RESOLVED THAT** in supersession of all previous resolutions passed by the Members of the Company in this regard and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, Foreign Exchange Management Act, 1999 including Rules and Regulations framed thereunder, (including any statutory modifications thereof and circulars, notifications, clarifications, rules passed thereunder from time to time) and subject to any other approval if required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include person(s) authorized and/ or any committee of the board constituted to exercise its powers, including the powers conferred by the resolution) to create, from time to time, such mortgages, pledge, charges and hypothecations, in addition to the mortgages, pledge, charges and hypothecations created/ to be created by the Company, on such terms and conditions as the Board thereof may deem fit on the whole or substantially the whole of the Company's undertakings and other properties, both present and/or future, whether movable or immovable comprised in any of the undertakings of the Company as the case may be, in favour of banks and/or financial institutions, both national and international, and/or other bodies corporate or agencies as may be agreed to by the Board for the purpose of securing any issue of debentures or loans or other financial assistance, by way of cash credit, overdraft, letter of credit and guarantee facilities and the like whether in Rupees or in foreign currency or currencies subject to the borrowings which are secured thereof, not exceeding a maximum limit of Rs. 1000,00,00,000/- (Rupees One thousand crore only) together with simple and/or compound interest thereon, commitment charges, management fees, service charges, premium on redemption of debentures including any increase as a result of deviation/

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**Registered Office:** 1st Floor, 1-2-6, Domalguda, Himayatnagar, Hyderabad, Telangana 500029

**Corporate office:** B-806, 807, Advant Navis Business Park, Plot No. 7, Sector – 142, Noida 201305 (UP)

**CIN No:** U45203TG2005PLC045689; **Phone:** 0120-4868332, **Email:** [cs@mbel.co.in](mailto:cs@mbel.co.in)

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evaluation/ fluctuation/ in the rate of foreign currencies and all other costs, charges and expenses payable from time to time as per the Terms and Conditions prescribed in any loan agreements or other, deeds and documents entered into between the Company and the said banks and/or financial institutions, both national and international, or Bodies Corporate and agencies.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to finalise, settle and execute all agreements, deeds, documents, papers and other writings, as required, for creating mortgages, pledge, charges and/ or hypothecations and to do all such acts as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.

**RESOLVED FURTHER THAT** any Director of the Company and/ or Company Secretary of the Company be and are hereby, jointly and severally authorised to file all the necessary forms as may be required under the Companies Act, 2013 with regard to the above resolutions with the Ministry of Corporate Affairs and to do all such acts as may be required to give effect to the aforesaid resolution.”

## **2. Approval for Issuance of offer letter for Redeemable, Listed, Rated, Secured Non Convertible Debentures through Private Placement to certain identified eligible investors for, *inter alia*, refinancing and prepayment of the outstanding Existing Facility and general corporate purposes**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and 179 of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, and in accordance with the provisions of SEBI (Issue & Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable regulations issued by Securities and Exchange Board of India or any amendments thereto, and any circulars, notifications, clarifications, rules passed thereunder from time to time the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the Listing Agreement to be entered into by the Company with the National Stock Exchange of India Limited (“NSE”)/ Bombay Stock Exchange Limited (“BSE”) and subject to consent of the Securities and Exchange Board of India

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("SEBI"), NSE/ BSE and all other concerned statutory authorities required if any, and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions by any of the aforesaid authorities, which may be agreed upon by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "**Board**", which term shall be deemed to include person(s) authorized and/ or any committee of the board constituted to exercise its powers, including the powers conferred by the resolution) for making private placement offer(s) or invitations for issuance of Redeemable, Listed, Rated, Secured Non-Convertible Debentures aggregating upto an amount of Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only) (hereinafter referred to as "**Debentures**") in one or more series and/or one or more tranches on private placement basis on such terms and conditions as the Company may deem fit, to eligible entities, bodies corporate, companies, banks, financial institutions and any other categories of eligible investors ("**Eligible Investors**") permitted to invest in the Debentures under applicable laws, in one or more tranches, during a period of one year from the date of passing of this Resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board, any member of the Board, or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, doubt that may arise in the respect of the aforesaid issue of Debentures and further to do all such acts, deeds and things and to finalise, settle and execute all documents, deeds, papers, agreements and writing as may be necessary, proper, desirable or expedient."

**For Mahua Bharatpur Expressways Limited (Formerly known as Madhucon Agra-Jaipur Expressways Limited)**

**Jatin Makkar**

**Company Secretary**

**Membership No. A37307**

**Address:** WA 64, Shakarpur, New Delhi-110092

**Date: September 04, 2017**

**Place: Noida**

# MAHUA BHARATPUR EXPRESSWAYS LIMITED

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## Notes:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2) Proxies in order to be effective must be received at the Registered Office of the Company at any time but not less than 48 hours before the meeting.
- 3) The meeting is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the members of the Company, pursuant to the provisions of Section 101 of the Act.
- 4) The explanatory statement pursuant to Section 102 of the Act is annexed hereto and forms part of this Notice.
- 5) The documents referred to in the proposed resolutions and explanatory statement are open for inspection at the Registered Office of the Company during working hours between 9.30 a.m. and 1.00 p.m., except on holidays.
- 6) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution/letters authorizing their representative to attend and vote on their behalf at the meeting.
- 7) Route Map for the venue of the Extra Ordinary General Meeting is annexed hereto and forms part of this notice.

## Explanatory Statement

### Pursuant to Section 102 of the Companies Act, 2013

#### **Item No. 1:**

As per Section 180 (1)(a) of the Companies Act, 2013, the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of

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**CIN No:** U45203TG2005PLC045689; **Phone:** 0120-4868332, **Email:** [cs@mbel.co.in](mailto:cs@mbel.co.in)

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the members of the Company by way of a special resolution.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, consent of the members of the Company is being sought by way of a Special Resolution to create, from time to time, such mortgages, pledge, charges and hypothecations, in addition to the existing mortgages, pledge, charges, on the whole or substantially the whole of the Company's undertakings and other properties in order to secure the borrowings availed of from time to time by the Company and /or any third parties in respect of whom the Company makes available any guarantee or third party security. The relevant document(s) which might be required by the members for passing this resolution, are available for inspection at the Registered Office and Corporate Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise in the resolution.

Your Directors recommend the resolution as set out at Item No. 1 of the Notice for approval of the Members as a Special Resolution.

## **Item No. 2:**

In terms of Section 42, 71 and 179 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the members of the Company by way of a Special Resolution.

Accordingly, an enabling resolution is being sought to borrow funds by offer or invitation to subscribe to Redeemable, Listed, Rated, Secured Non-Convertible Debentures for a period of one year, for an aggregate amount not exceeding Rs. 300,00,00,000/- (Rupees Three hundred crore Only). This resolution would be valid for a period of one year from the date of this Extra Ordinary General Meeting. The price at which the securities will be issued will be determined by the Board of Directors of the Company in accordance with applicable law and in consultation with the appropriate advisors. The relevant document(s) which might be required by the members for passing this resolution, are available for inspection at the Registered Office and Corporate Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise in the resolution.

Your Directors recommend resolution as set out at Item No. 2 of the Notice for approval of the Members as a Special Resolution.

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**For Mahua Bharatpur Expressways Limited (Formerly known as Madhucon Agra-Jaipur Expressways Limited)**

**Jatin Makkar**

**Company Secretary**

**Membership No. A37307**

**Address:** WA 64, Shakarpur, New Delhi-110092

**Date:** September 04, 2017

**Place:** Noida

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## MAHUA BHARATPUR EXPRESSWAYS LIMITED

Regd. Off: 1st Floor, 1-2-6 Domalguda, Himayatnagar, Hyderabad, Telangana

500029 Ph. 0120-4868307, Email id: [compliance@mbel.com](mailto:compliance@mbel.com)

CIN: U45203TG2005PLC045689

### ATTENDANCE SLIP

Regd. Folio No. / DP ID – Client ID :

– – – – – – – – – –

Name and Address of First/Sole Shareholder:

– – – – – – – – – –

No. of Shares held :

– – – – – – – – – –

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, September 26, 2017 at 11:30 A.M. at B-806, 807, Advant Navis Business Park, Plot No. 7, Sector – 142, Noida 201305 (UP).

Signature of Member / Proxy

Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed

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## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

### MAHUA BHARATPUR EXPRESSWAYS LIMITED

(CIN: U45203TG2005PLC045689)

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500029 Tel: 0120-4868307, Email ID: [compliance@mbel.com](mailto:compliance@mbel.com)

#### EXTRA ORDINARY GENERAL MEETING

Name of Member(s):

.....

Registered Address:

.....

Email ID:

.....

Folio No. / DP ID-Client ID:

.....

I/We being the member(s) of..... shares of Mahua Bharatpur Expressways Limited, hereby appoint

1. Name ..... Address  
..... Email ID  
..... Signature .....  
or failing him/her

2. Name ..... Address  
..... Email ID  
..... Signature .....  
or failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday, September 26, 2017 at 11:30 A.M at B-806, 807, Advant Navis Business Park, Plot No. 7, Sector – 142, Noida 201305 (UP).

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S. No.	RESOLUTION S	Option	
		For	Against
1.	Resolution under section 180(1)(a) for authorizing mortgage or hypothecation of properties of company for the purpose of taking loans		
2.	Approval for Issuance of offer letter for Redeemable, Listed, Rated, Secured Non-Convertible Debentures through Private Placement to certain identified eligible investors for, <i>inter alia</i> , refinancing and prepayment of the outstanding Existing Facility and general corporate		

Signed this ..... day of.....2017

Signature of the shareholder.....

Reference Folio No. / DP ID & Client ID

No. of Shares .....

Affix 1 Rupee Revenue Stamp
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## Notes:

1. The Proxy form in order to be effective should be duly completed and deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. Pursuant to the provisions of Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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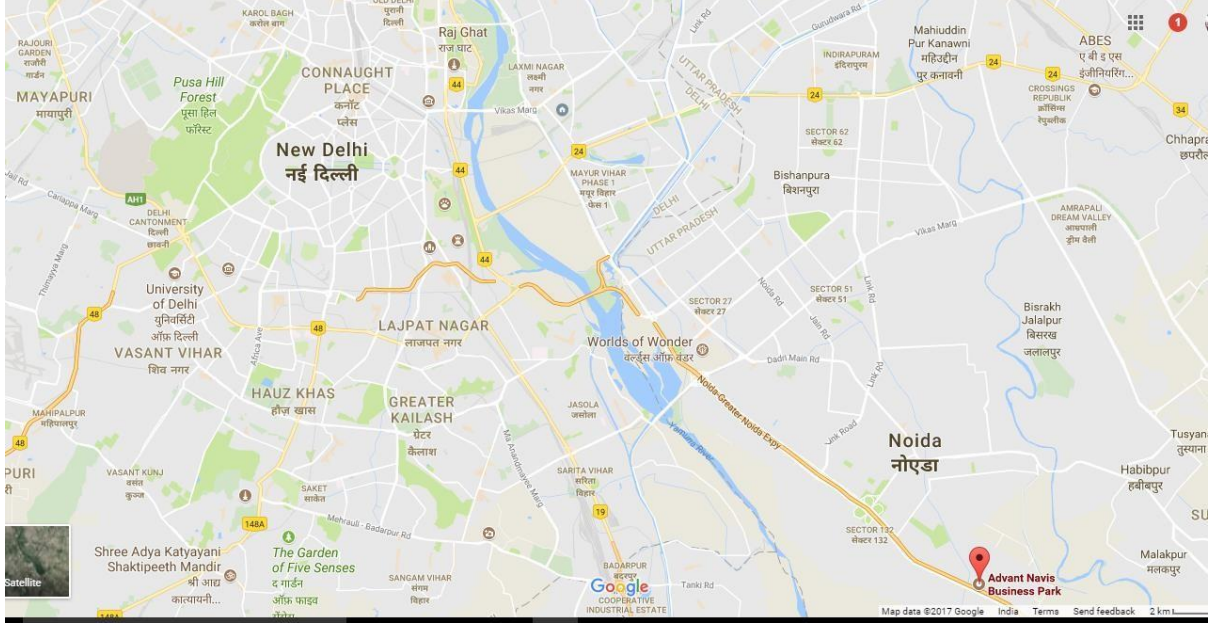
*(Formerly known as Madhucon Agra-Jaipur Expressways Limited)*

4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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Route map for Extra Ordinary General Meeting of Mahua Bharatpur Expressways Limited, scheduled to be held on Tuesday, September 26, 2017 at 11:30 A.M at B-806, 807, Advant Navis Business Park, Plot No. 7, Sector – 142, Noida 201305 (UP)



For Mahua Bharatpur Expressways Limited (Formerly known as Madhucon Agra-Jaipur Expressways Limited)

**Jatin Makkar**

**Company Secretary**

**Membership No. A37307**

**Address: WA 64, Shakarpur, New Delhi-110092**

**Date: September 04, 2017**

**Place: Noida**

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