MAHUA BHARATPUR EXPRESSWAYS LIMITED

(Formerly known as Madhucon Agra-Jaipur Expressways Limited)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th (Twelfth) Annual General Meeting of the Company will be held on Thursday, July 06, 2017 at 10:00 A.M. at the registered office of the Company situated at 1st Floor,1-2-6, Domalguda, Himayat Nagar, Hyderabad, Telangana 500029 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and statement of Profit and Loss for the year ended on that date along with the Cash Flow Statement and notes forming part of accounts together with the Reports of Directors' and the Auditors' thereon.

2. To appoint a Director in place of Mr. Raman Tyagi, who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 17th Annual General Meeting to be held for the Financial Year 2021-22 and fix their remuneration and to pass the following resolution thereof:

   "RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of Audit Committee of the Board of Directors, M/s Natvar Lal Vepari & Co. , Chartered Accountants (Firm Registration No. 106971W) (' Statutory Auditors') be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting ('AGM') till the conclusion of the 17th AGM to be held for the financial year 2021-22 subject to ratification of their appointment at every AGM at such remuneration as may be mutually agreed between the Board and the Statutory Auditors, based on the recommendation of Audit committee."

SPECIAL BUSINESS:

4. **TO APPROVE THE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM "STATE OF TELANGANA" TO "NATIONAL CAPITAL TERRITORY OF DELHI"**

   To consider and if thought fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT in partial modification of the earlier resolution passed by shareholders at its meeting held on March 29, 2016, any Director or Company Secretary of the Company be and is hereby severally or jointly authorized to issue the notice to all the shareholders,

directors and auditors of the Company, as also to all other persons entitled to receive the notice, to fix the cut-off date to finalize the list of creditors, to serve individual notices to creditors and to take such further actions and steps as may be deemed necessary in this regard and to finalize the newspaper advertisement to be published in English language and any other language as may be prescribed including vernacular language of Telangana in respect of the shifting of registered office of the Company and to do all such acts, deeds and things and to sign, execute and file and/ or modify all such forms, papers, applications, petition, affidavits, indemnity, undertakings and documents with statutory/regulatory authorities such as Registrar of Companies or Regional Directors or other Government/Regulatory Authorities, as may be required under the Companies Act, 2013 or any other statute in force and to represent the Company in all other matters incidental thereto, as may be considered necessary and expedient, other related deeds and documents with such authorities as may be necessary and to do all such acts, deeds and things as may be deemed necessary to give effect to the shifting of the registered office of the Company from the "State of Telangana" to "National Capital Territory of Delhi" and as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard including delegation of authority by way of letter of authority / power of attorney to any other persons, if required as may be considered necessary or expedient to give effect to this Resolution .

RESOLVED FURTHER THAT Mr. Ankush Agarwal and/or Mr. Shailesh Kumar Singh, Company Secretaries in Practice or any other person authorized through a letter of authority / power of attorney by any Director of the Company, be and are hereby authorized jointly and/ or severally to act, appear for and defend all actions and proceedings for and on behalf of the Company in the matter of the application to be filed before the Regional Director, South East Region, the Registrar of Companies and such other authorities as may be necessary and to do and/or caused to be done, to execute and/or caused to be executed all such acts, deeds and things incidental thereto to give effect the shifting of registered office of the Company from "State of Telangana" to "National Capital Territory of Delhi.

RESOLVED FURTHER THAT a certified copy of this Resolution be provided to all concerned under the hands of a Director or Company Secretary of the Company."

5. TO RE- APPOINT MR. ANDREW LEWIS AS CEO AND EXECUTIVE DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS

To consider and if thought fit, to pass the following resolution as a special Resolution:

"**RESOLVED THAT** pursuant to the applicable provisions of the Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013, if any, read with rules made there under (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), (hereafter called the 'Act') and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required in this regard, the approval of the Members be and is hereby accorded to re-appoint Mr.

Andrew Lewis (DIN:07420188) as the CEO and Executive Director of the Company for a period of 3 years w.e.f. 29th March 2017 to 28th March 2020, liable to retire by rotation, at a revised remuneration and terms and conditions as set out below :

a) Basic Salary: Rs. 59,841 per month
b) House Rent Allowance (HRA): Rs. 29,921 per month.
c) Transport Allowance: Rs.1600 per month.
d) Special Allowance: Rs. 31,918 per month.
e) Uniform Allowance: Rs. 1,250 per month.
f) Medical Allowance: Rs. 1,250 per month.
g) Children Education Allowance: Rs. 200 per month.
h) Perquisites and Other Entitlements:

Mr. Andrew Lewis will be entitled to the below mentioned perquisites and other entitlements for official purposes (subject to applicable Standard Operating Procedures (SOPs) of the Company):

i) Leaves as per Company Policy;
ii) Mediclaim, Group Personal Accident (GPA) Insurance and Group Term Insurance;
ii) Reimbursement of traveling, entertainment and other business promotion expenses actually incurred for the business of the Company.

Mr. Andrew Lewis shall be entitled to such other benefits or amounts as may be permissible within the limits under Section 197 read with Schedule V of the Companies Act, 2013 subject to approval of Board of Directors and members, if required.

The following perquisites shall also be allowed and will not be included in the computation of the ceiling on perquisites:

I. Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

II. Payment of Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

III. Encashment of leave at the end of the tenure.

For the purpose of Gratuity and other benefits, the services of Mr. Andrew Lewis will be considered continuous with the Company from the date he joined the services of this Company as Whole Time Director or as may be decided by the Board of Directors from time to time.

Perquisites and allowances shall be evaluated as per Income Tax Rules, 1962 wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost. The payment of remuneration including perquisites and allowances are subject to provisions under the laws applicable at that time.

Minimum Remuneration:

Notwithstanding anything herein contained, in case of no profits or inadequate profits in any financial year, the payment of salary, perquisites and other allowances as aforesaid shall be made subject to any statutory approval(s) under the Act and/or the limits as prescribed under Section II of Part II of Schedule V to the Act or any other statutory modifications therein, substitutions or re-enactment thereof, as applicable.

Mr. Andrew Lewis shall not be paid any fee for attending meeting(s) of the Board or Committee(s) thereof.

RESOLVED FURTHER THAT Mr. Andrew Lewis be granted increments annually or otherwise of the above remuneration (within the overall maximum limits whether or not it is resulting into any change in any of the heads of aforesaid remuneration) subject to their conformity with the Act and if required, with any statutory approvals.

RESOLVED FURTHER THAT the terms and conditions of appointment of Mr. Andrew Lewis be altered and varied and / or his designation be changed as may be agreed to between the Board of Directors and Mr. Lewis in terms of the provisions of the Act.

RESOLVED FURTHER THAT any director and / or Company Secretary of the Company, be and are hereby jointly and/or severally, authorized to do, or cause to be done, all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to above resolution (i) including but not limited to filing of necessary forms with the jurisdictional Registrar of Companies, (ii) making appropriate changes to the statutory registers maintained by the Company, and (iii) certifying true copies of the resolution and forwarding the same to any person or authority for their records and necessary action."

6. **Ratification/approval of remuneration paid to Mr. Ravindranath Karati in the capacity of Executive Director & Chief Finance Officer**

To consider and if thought fit, to pass the following resolution as a special Resolution:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (hereafter called the 'Act') and rules made there under and any amendments thereto or statutory modifications or re-enactment thereof and Articles of Association of the Company, recommendation of the Nomination and remuneration committee and further approval by the Board of directors and subject to such other approvals, permissions and sanctions as may be required in this regard, the following remuneration and other benefits allowed to Mr.

Ravindranath Karati in the capacity of Executive Director and Chief Finance Officer, be and is hereby ratified and approved for a period of two months i.e April 2017 and May 2017."

a) Basic Salary: Rs. 1,23,581 per month
b) House Rent Allowance (HRA): Rs. 61,791 per month.
c) Transport Allowance: Rs.1600 per month.
d) Special Allowance: Rs. 70,498 per month.
e) Uniform Allowance: Rs. 1250 per month.
f) Medical Allowance: Rs. 1250 per month.
g) Children Education Allowance: Rs. 200 per month.
h) Perquisites and Other Entitlements:

Mr. Ravindranath Karati was entitled to the below mentioned perquisites and other entitlements for official purposes (subject to applicable Standard Operating Procedures (SOPs) of the Company):

i) Leaves as per Company Policy;
ii) Mediclaim, Group Personal Accident (GPA) Insurance and Group Term Insurance;
iii) Reimbursement of traveling, entertainment and other business promotion expenses actually incurred for the business of the Company.

Mr. Ravindranath Karati was entitled to such other benefits or amounts as may be permissible within the limits under Section 197 read with Schedule V of the Companies Act, 2013 subject to approval of Board of Directors and members, if required.

The following perquisites were allowed and not included in the computation of the ceiling on perquisites:

I. Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

II. Payment of Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

III. Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT any director and / or Company Secretary of the Company, be and are hereby jointly and/or severally, authorized to do, or cause to be done, all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to above resolution (i) including but not limited to filing of necessary forms with the jurisdictional Registrar of Companies, (ii) making appropriate changes to the statutory

registers maintained by the Company, and (iii) certifying true copies of the resolution and forwarding the same to any person or authority for their records and necessary action."

7. **Change in Designation of Mr. Ravindranath Karati from Executive Director to Non-Executive Director.**

To consider and if thought fit, to pass the following resolution as a ordinary Resolution:

"**RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company, designation of Mr. Ravindranath Karati be and is hereby changed from Executive Director to Non-Executive Director of the Company.

RESOLVED FURTHER THAT Mr. Ravindranath Karati in the capacity of Non-executive director won't be paid any remuneration, except sitting fees, if any.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby authorized, jointly and/or severally, to do all such acts, deeds and things as may be necessary to give effect to above resolution including but not limited to filing of necessary e-form(s) with the Registrar of Companies and making necessary entries in the statutory registers of the Company."

By Order of the Board
For Mahua Bharatpur Expressways Limited

Sd/
Jatin Makkar
Company Secretary

Place: Noida
Date: June 13, 2017

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGREEGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

   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 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. A format of proxy is enclosed.

3. 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.

4. The Directors' Report, Auditors' Report and Audited Balance Sheet as at March 31, 2017 and the Profit and Loss Account for the year ended on that date are enclosed.

5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

6. Route Map for the venue of Annual General Meeting is enclosed herewith.

7. Shareholders are requested to bring their copies of Annual Report to the Annual General Meeting and are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.

8. A member desirous of seeking any information on the accounts or operations of the Company is requested to forward his/her query in writing to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.

9. Statutory registers maintained will be available for inspection by the members at the AGM.

10. Members are requested to notify any change in their address to the Company immediately.

11. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special business as set out above is annexed hereto.

MAHUA BHARATPUR EXPRESSWAYS LIMITED

(Formerly known as Madhucon Agra-Jaipur Expressways Limited)

EXPLANATORY STAEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 AND FOR ORDINARY BUSINESS ITEM NO. 3

ITEM NO. 3

As per provisions of Section 139 of the Companies Act, 2013, the term of M/s Gianender & Associates, Chartered Accountants, New Delhi, the Statutory Auditor of the Company is going to expire on the conclusion of ensuing Annual General Meeting to be held on July 06, 2017. Accordingly, pursuant to the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company at their meeting held on June 10, 2017 have proposed the name of M/s Natvar Lal Vepari & Co., Chartered Accountants, (Registration No. 106971W) to be appointed as the Statutory Auditors of the Company for a term of five years from the conclusion of this Annual General Meeting to the conclusion of 17th Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under item no. 3 to be passed as an ordinary resolution.

ITEM NO. 4

Shareholders of the Company at the extra-ordinary general meeting held on March 29, 2016 had approved the matter of shifting the registered office of the Company from the State of Telangana to National Capital Territory of Delhi and had authorized Ms. A V Syamala, Practicing Company Secretary for filing the petition with Regional Director.

However, since the current management is not in touch with Ms. A V Syamala, it is proposed to pass another resolution in modification of earlier resolution passed in order to authorise Mr. Ankush Agarwal and/or Mr. Shailesh Kumar Singh, Company Secretaries in Practice to take the necessary actions in connection with filing the application with Regional Director and to take other necessary actions, in connection with the registered office shifting from the State of Telangana to National Capital Territory of Delhi.

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

The Board recommends resolution under item no. 4 to be passed as a special resolution.

MAHUA BHARATPUR EXPRESSWAYS LIMITED

(Formerly known as Madhucon Agra-Jaipur Expressways Limited)

ITEM NO. 5

Members of the Company are requested to take note that Mr. Andrew Lewis was appointed as an Executive Director on March 29, 2016 and his appointment had got regularised on August 31, 2016. The Board of Directors at their meeting held on March 27, 2017 have further appointed him as Chief Executive Officer ('CEO') of the Company for a period of three years.

It is proposed to re-appoint Mr. Andrew Lewis as CEO & Executive Director of the Company for a period of three years i.e. w.e.f. 29th March 2017 to 28th March 2020 and also to revise his remuneration structure (effective from April 1, 2017).

The Nomination & Remuneration Committee in its meeting held on 27th March 2017, have considered and recommended the increase in remuneration of Mr. Andrew Lewis and his re-appointment as Executive Director and Chief Executive Officer.

The details as prescribed under Secretarial Standard -2 (SS-2) issued by the Institute of Company Secretaries of India are tabled below:

Name	Andrew Lewis
Age	40
Qualification	Commerce Graduate
Experience	17 years
Terms & Conditions of Appointment	As per resolution No. 5 of accompanying Notice
Date of first appointment on the Board	March 29, 2016
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP	No relationship
No. of Board meetings attended during the year	1
Other Directorships	Nil
Membership/Chairmanship of the Committees of Board held in other company	Nil

The following additional detailed information as per Section – II of Schedule V is as follows:

I. General Information	
a. Nature of Industry	Infrastructure Development
b. Date or expected date of commencement of commercial production	The Company was incorporated in the year 2005, however its tolling operations commenced in the year 2009.

<table>
<tr><td>c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</td><td>Not Applicable</td></tr>
<tr><td>d. Financial performance based on given indicators.</td><td>Financial year 2016-17
<table>
<tr><th>Particulars</th><th>2016-2017</th></tr>
<tr><td>Total Revenue</td><td>6624.11</td></tr>
<tr><td>Profit/loss before interest. Dep & Tax</td><td>1900.74</td></tr>
<tr><td>Interest</td><td>(3408.62)</td></tr>
<tr><td>Depreciation</td><td>(1152.88)</td></tr>
<tr><td>Deferred Tax</td><td>(271.52)</td></tr>
<tr><td>Profit/(Loss) After Tax</td><td>(2932.28)</td></tr>
</table></td></tr>
<tr><td>e. Foreign investments or collaborators, if any</td><td>Nil</td></tr>
<tr><td></td><td></td></tr>
<tr><td colspan="2">II. Information about the appointee</td></tr>
<tr><td>a. Background details</td><td>Mr. Andrew Lewis is a commerce graduate from Chaudhary Charan Singh University. He has 17 years of overall experience in senior decision making positions.

He has earlier worked with Feedback Brisa Highways OMT Pvt. Ltd. (FBH) as Project Manager. During his tenure with FBH, he worked on multiple programs, which included monitoring of toll operations, route operations and maintenance activities for designated projects, along with monitoring and managing various IT solutions for clients. He was also actively involved with the company’s new business initiatives, to start new business verticals. He has also worked with International Road Dynamics South Asia Pvt. Ltd. and has a rich experience in commissioning Toll Management Solutions for over 15 projects across India.</td></tr>
<tr><td>b. Past remuneration</td><td>The Remuneration drawn by Mr. Andrew Lewis during the past one years was
INR 15,27,260.</td></tr>
</table>

c. Recognition or awards	-
d. Job profile and his suitability	Mr. Andrew Lewis is the Executive Director and Chief Executive Officer of the Company and devotes his whole-time attention to the operations and maintenance of toll road and also takes care of liasioning responsibilities with National Highways Authority Of India (NHAI) and various other Statutory Authorities, whenever required. He exercises powers under the supervision and superintendence of the Board of the Company.
e. Remuneration proposed	It is proposed to pay consolidated monthly remuneration to Mr. Andrew Lewis up to Rs. 1,25,980 by way of Salary and perquisites, performance based rewards / incentives etc.
f. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibilities shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Andrew Lewis does not have any pecuniary relationship with the Company except remuneration drawn as Whole Time Director and Chief Executive Officer of the Company.
III. Other information:	
a. Reasons of loss or inadequate profits	Lower toll revenue then projected is one of the key reasons for incurring loss. Besides, during the current year, Operation and maintenance expenses are to the tune of Rs. 42.17 Crores, i.e. Higher than the last year expenses of Rs. 30.16 Crores. Also, during the last year, there was a non-recurring income in the form of Revenue Grant from NHAI for Rs. 8.23 Crores, which is not there in the current year.
b. Steps taken or proposed to be taken for improvement	Company is trying to reduce the finance costs and operation and Maintenance costs. Further, it is exploring alternate sources of revenue in the form of advertisement income, development of way side amenities etc.

c. Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and Profitability may improve and would be comparable with the industry average

None of the Directors and Key Managerial Personnel of the Company or their relatives, other than Mr. Andrew Lewis, are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under item no. 5 to be passed as a special resolution.

ITEM NO. 6

Mr. Ravindranath Karati was appointed as an Executive Director on March 29, 2016 and re-appointed on August 31, 2016. Also, he was appointed as Chief Finance Officer (CFO) on March 29, 2016 for a period of one year.

Nomination & Remuneration Committee in its meeting held on March 27, 2017, has considered and recommended the increase in remuneration and re-appointment of Mr. Ravindranath Karati as Executive Director and Chief Finance Officer and board of directors have further approved the same in its meeting held on March 27, 2017. It is proposed to ratify/approve the increased remuneration paid to him for two months.

To further inform the members that Mr. Ravindranath Karati has tendered his resignation from the position of CFO making his resignation effective from May 31, 2017 and also that management has decided to change his designation from executive to non-executive director, with effect from May 31, 2017.

None of the Directors and Key Managerial Personnel of the Company or their relatives, other than Mr. Ravindranath Karati are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under item no. 6 to be passed as a special resolution.

ITEM NO. 7

After considering the letter of resignation submitted by Mr. Ravindranath Karati in his capacity as Chief Financial Officer, it is proposed to change the designation of Mr. Ravindranath Karati from Executive Director to a Non-Executive Director.

None of the Directors and Key Managerial Personnel of the Company or their relatives, other than Mr. Ravindranath Karati are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under item no. 7 to be passed as an Ordinary resolution.

By Order of the Board
For Mahua Bharatpur Expressways Limited

Place: Noida
Date: June 13, 2017

Sd/
Jatin Makkar
Company Secretary

MAHUA BHARATPUR EXPRESSWAYS LIMITED

(Formerly known as Madhucon Agra-Jaipur Expressways Limited)

MAHUA BHARATPUR EXPRESSWAYS LIMITED
Regd. Off: Ist Floor, 1-2-6 Domalguda, Himayatnagar, Hyderabad, Telangana 500029
Ph. 0120-4868307, Email id: 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 Annual General Meeting of the Company to be held on Thursday, July 06, 2017 at 10:00 A.M. at 1st Floor, 1-2-6, Domalguda, Himayatnagar, Hyderabad, Telangana 500029.

Signature of Member / Proxy

Notes:

a. Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting

b. 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

MAHUA BHARATPUR EXPRESSWAYS LIMITED

(Formerly known as Madhucon Agra-Jaipur Expressways Limited)

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)
Regd. Ist Floor, 1-2-6, Domalguda, Himayatnagar, Hyderabad, Telangana 500029
Tel: 0120-4868307, Email ID: compliance@mbel.com

12th ANNUAL 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 12th Annual General Meeting of the Company to be held on Thursday, July 06, 2017 at 10:00 A.M at 1st Floor, 1-2-6, Domalguda, Himayatnagar, Hyderabad, Telangana 500029.

MAHUA BHARATPUR EXPRESSWAYS LIMITED

(Formerly known as Madhucon Agra-Jaipur Expressways Limited)

S. No.	RESOLUTIONS	Option	
	Matter of Resolution	**For**	**Against**
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and statement of Profit and Loss for the year ended on that date along with the Cash Flow Statement and notes forming part of accounts together with the Reports of Directors' and the Auditors' thereon.		
2.	To appoint a Director in place of Mr. Raman Tyagi, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint Statutory Auditors of the Company		
4.	To approve the shifting of Registered Office of the company from "State of Telangana" to "National Capital Territory of Delhi"		
5.	Approval for increase in remuneration and reappointment of Mr. Andrew Lewis, Chief Executive Officer		
6.	Ratification/approval for remuneration paid to Mr. Ravindranath Karati in the capacity of Executive Director & Chief Finance Officer		
7.	Change in Designation of Mr. Ravindranath Karati from Executive Director to Non-Executive Director		

Signed this ……. day of……2017

Signature of the shareholder……

Reference Folio No. / DP ID & Client ID

No. of Shares ……

Affix
1 Rupee
Revenue
Stamp

Notes:

MAHUA BHARATPUR EXPRESSWAYS LIMITED

(Formerly known as Madhucon Agra-Jaipur Expressways Limited)

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.

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.

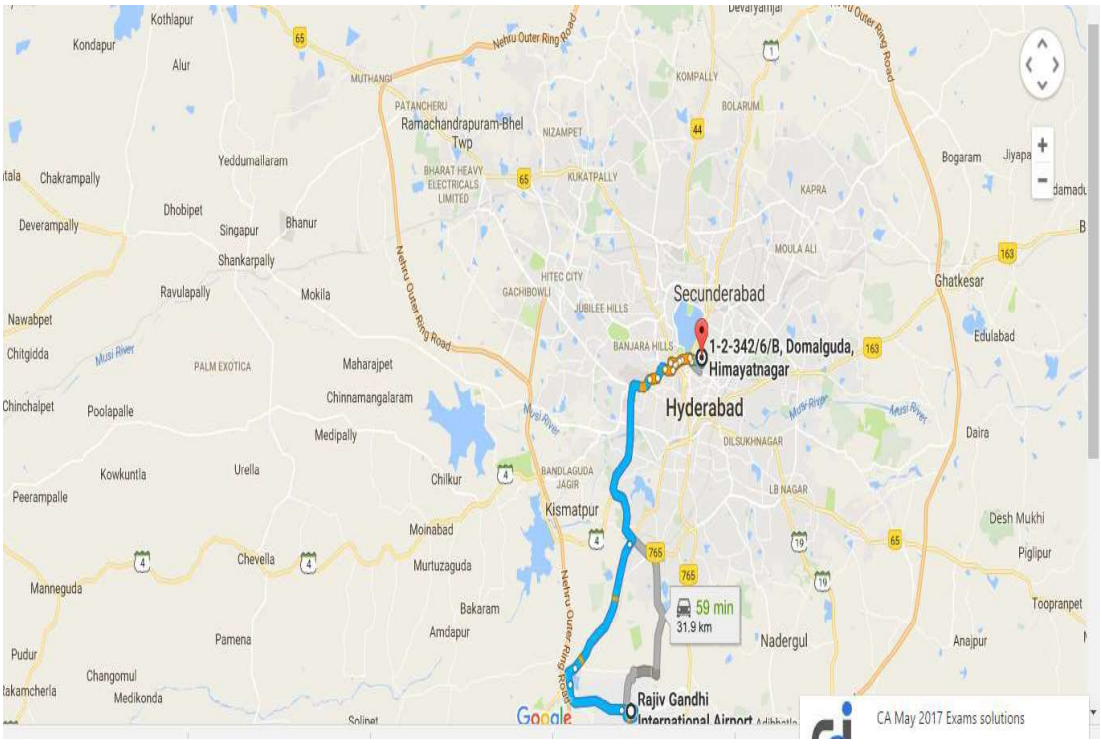
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

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.

MAHUA BHARATPUR EXPRESSWAYS LIMITED

(Formerly known as Madhucon Agra-Jaipur Expressways Limited)

Route map for 12th Annual General Meeting of Mahua Bharatpur Expressways Limited, scheduled to be held on Thursday, July 06, 2017 at 10:00 A.M at 1st Floor, 1-2-6, Domalguda, Himayatnagar, Hyderabad, Telangana 500029.



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