

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 ("MBEL" or "the Company"), will be held at shorter notice on Wednesday, the 25th day of April 2018, at 5.00 P.M., at B-806, 807, Advant Navis Business Park, Plot No. 7, Sector – 142, Noida 201305 (UP) to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY CAUSED BY THE RESIGNATION OF EXISTING AUDITORS

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to appoint M/s S.B.Billimoria & Co., Chartered Accountants bearing Firm Registration Number 101496W as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Natvarlal Vepari & Co., Chartered Accountants, Mumbai bearing Firm Registration Number 106971W.”

“RESOLVED FURTHER THAT M/s. S.B.Billimoria & Co., Chartered Accountants, bearing Firm Registration Number 101496W be and are hereby appointed as Statutory Auditors of the Company and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

“RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorised, on behalf of the Company, to file necessary E-form/returns with Registrar of Companies and to do all acts, deeds, matters and things as deem necessary for the purpose of giving effect to the aforesaid resolution.”

**By Order of the Board
For Mahua Bharatpur Expressways Limited**

Sd/-

**Jatin Makkar
Company Secretary
M. No. A37307**

Address: WA64, Shakarpur, New Delhi- 110092

Place: Noida

Date: 23.04.2018

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. 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 authorizing their representative to attend and vote on their behalf at the meeting.

5. Route Map for the venue and Attendance slip of Extra Ordinary General Meeting is enclosed.
6. Statutory registers maintained will be available for inspection by the members at the Extra Ordinary General Meeting.
7. Members are requested to notify any change in their address/email-id to the Company immediately.
8. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of aforesaid resolution as stated above is annexed hereto.

**By Order of the Board
For Mahua Bharatpur Expressways Limited**

Sd/-

Jatin Makkar

Company Secretary

M. No. A37307

Address: WA 64, Shakarpur, New Delhi-110092

Place: Noida

Date: 23.04.2018

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

Members may kindly note that the Company, being a concessionaire to run and manage Toll road of KM 63.00 to KM 120.00 of NH-11 (Bharatpur -Mahua Section) in the state of Rajasthan, is regulated by National Highways Authority of India (NHAI). NHAI through its letter bearing reference number NHAI/BOT/11019/2017/53 dated February 28, 2018 has requested the Company to change its current Statutory Auditors and appoint an auditor out of the empaneled auditors list shared by NHAI. Accordingly, current statutory auditors of the Company, i.e. M/s NatvarLal Vepari & Co. (Firm Registration Number 106971W) have submitted their resignation and management has decided to appoint S.B.Billimoria & Co., Chartered Accountants bearing Firm Registration Number 101496W as our statutory auditors until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018.

Accordingly, the Board recommends resolution under item no. 1 to be passed as an Ordinary Resolution.

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.

**By Order of the Board
For Mahua Bharatpur Expressways Limited**

Sd/-

Jatin Makkar

(Company Secretary)

M. No. A37307

Address: WA 64, Shakarpur, New Delhi-110092

Place: Noida

Date: 23.04.2018

MAHUA BHARATPUR EXPRESSWAYS LIMITED

Registered Office: S 217, Ground Floor, Panchsheel Park, New Delhi-110017

Ph. 0120-4868307, Email id: compliance@mbel.co.in

CIN: U45203DL2005PLC329746

ATTENDANCE SLIP

Regd. Folio No. / DP ID – Client ID : _____

Name and Address of First/Sole Shareholder: _____

No. of Shares held : _____

I am registered shareholder/proxy of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Wednesday, April 25, 2018 at 5:00 P.M. at B-806, 807, Advant Navis Business Park, Plot No. 7, Sector – 142, Noida 201305 (UP).

Name of the Member/Proxy

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

Registered Office: S-217, Ground Floor, Panchsheel Park, New Delhi 110017, **CIN:** U45203DL2005PLC329746

Site Office: Amoli Toll Plaza, NH-21(Earlier NH-11), Village-Amoli, Tehsil - Weir, District - Bharatpur - 321407 (Rajasthan)

Corporate Office: B - 806/807, Advant Navis Business Park, Plot No.7, Sector-142, Noida - 201305, Gautam Buddha Nagar (U.P.)

Phone: +91-0120-486 8329, **Fax:** +91-0120-486 8330, **Email:** compliance@mbel.co.in, **Website:** www.mbel.co.in

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: U45203DL2005PLC329746)

Registered Office: S 217, Ground Floor, Panchsheel Park, New Delhi-110017

Tel: 0120-4868307, Email ID: compliance@mbel.co.in

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

- Name Address Email ID
 Signature or failing him/her
- 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 Wednesday, April 25, 2018 at 5:00 P.M at B-806, 807, Advant Navis Business Park, Plot No. 7, Sector – 142, Noida 201305 (UP).

S. No.	RESOLUTIONS	Option	
		For	Against
1.	APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY CAUSED BY THE RESIGNATION OF EXISTING AUDITORS		

Signed this day of.....2018

Signature of the shareholder.....

Reference Folio No. / DP ID & Client ID

No. of Shares

Affix
1 Rupee
Revenue
Stamp

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.
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.

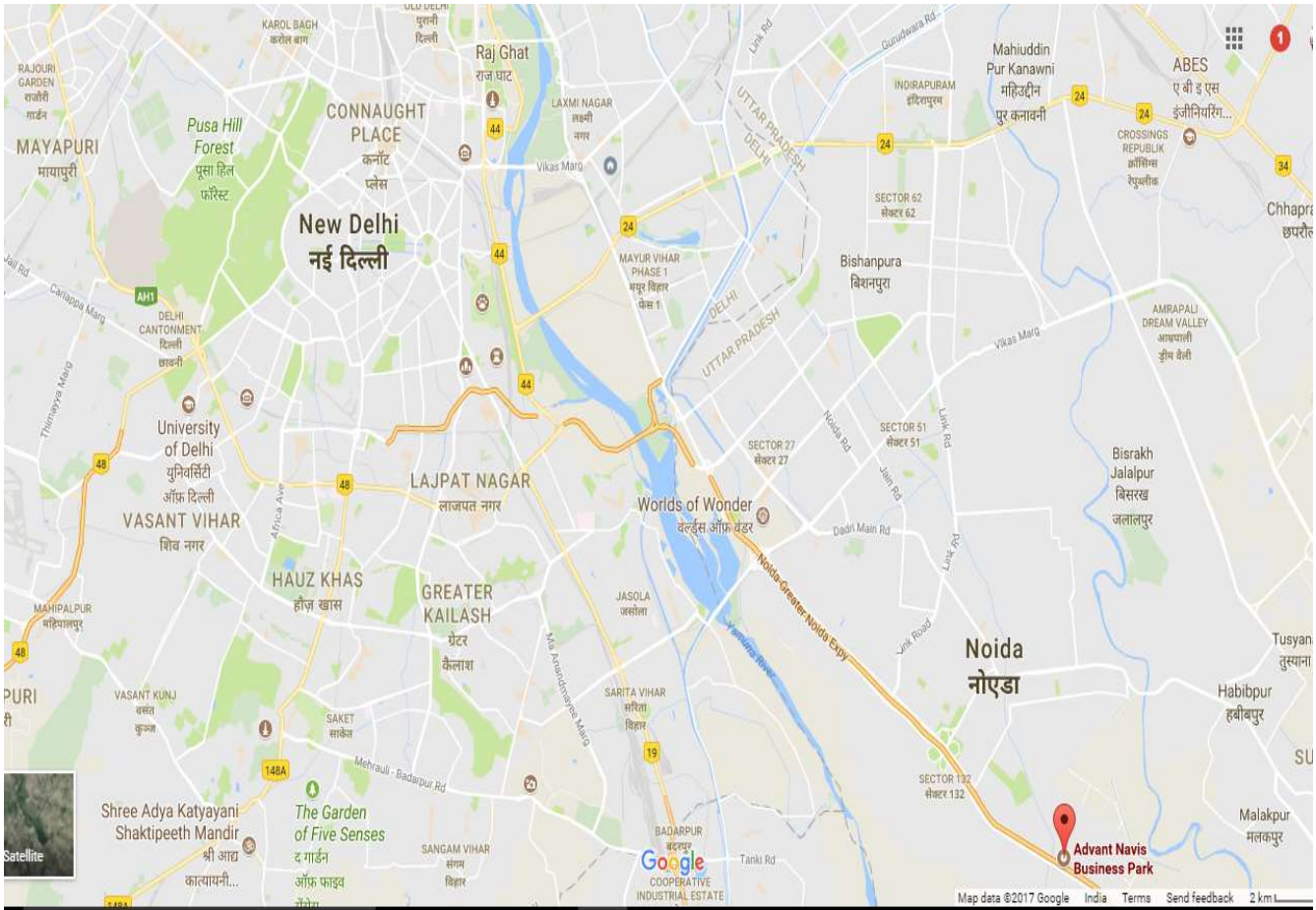
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Route map for Extra Ordinary General Meeting of Mahua Bharatpur Expressways Limited, scheduled to be held on Wednesday, April 25, 2018 at 5.00 P.M at B-806, 807, Advant Navis Business Park, Plot No. 7, Sector – 142, Noida 201305 (UP)



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