

**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 on Monday, the 29<sup>th</sup> day of January 2018, at 10.00 a.m. (IST), at the Corporate Office of the Company at B-806, 807, Advant Navis Business Park, Plot No. 7, Sector – 142, Noida 201305 (UP) to transact the following business:

**SPECIAL BUSINESS:**

**1. ALTERATION OF ARTICLES OF ASSOCIATION**

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

**“RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules and regulations made thereunder (including any statutory modification thereto or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and consents as may be required, approval of the members be and is hereby accorded by way of a special resolution for the alteration of Articles of Association of the Company, in the manner stated as under:

**(i) Following Articles be deleted:**

Article 2 (c)	- Definition of Facility Agent
Article 2 (d)	- Definition of Finance documents
Article 2 (l)	- Definition of Rupee Facility
Article 2 (m)	- Definition of Rupee Lenders
Article 2 (n)	- Definition of Rupee Loan Agreement
Article 35	-Board may refuse to register transfer
Article 36	-Board may decline to recognize instrument of transfer
Article 64	-Conversion of debt to equity
Article 128	-Nominee Director

**(ii) Existing Article 21 shall be replaced by the following:**

**21. As to enforcing Lien by sale-** The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently

payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

**(iii) Existing Article 39 shall be replaced by the following:**

**39. Restrictions on Transfer of Shares by Madhucon Group-** Madhucon Group shall not transfer the equity shares of the Company held by it to any Person, save and except, Cube in the manner and at times as contemplated under the Share Purchase Agreement.

**(iv) Existing Article 97 shall be replaced by the following:**

**97. Unless** otherwise determined by the Company in general meeting, the number of directors shall not be less than 3(three) and shall not be more than 15 (fifteen) including Independent Directors, Women Director and nominee directors, who are appointed for fixed period.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies (ROC) and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolution and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.”

**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:** 06.01.2018

**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 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.

5. Route Map for the venue of Extra Ordinary General Meeting is enclosed.

6. 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.

7. Statutory registers maintained will be available for inspection by the members at the Extra Ordinary General Meeting.

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

9. 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:** 06.01.2018

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

**ITEM NO. 1**

Members may kindly note that Cube Highways and Transportation Assets Advisors Private Limited has availed certain bank guarantee facilities to meet the reserve requirements of the Company for an aggregate amount of (i) INR 30,00,00,000 (Rupees Thirty Crore) vide sanction letter dated March 9, 2017 and (ii) INR 78,00,00,000 (Rupees Seventy Eight Crore) vide sanction letter dated June 14, 2017 from IndusInd Bank Limited (“**BG Lender**”). As part of the sanction, the bank guarantee facilities are secured by way of pledge of shares of the Company by Cube Highways and Infrastructure Pte. Ltd in favour of the BG Lender (“**Pledge**”).

It is further informed to the members that as a part of the pledge creation process, the existing Articles of Association of the Company are required to be amended in order to remove any restrictions that shall affect the ability of the BG Lender to enforce the pledge of shares in case of an invocation.

In addition to the above, the Company has completed refinancing exercise, with the issuance and allotment of Redeemable, Listed, Rated, Secured Non-convertible debentures worth INR 192 crores (Allotment of NCDs took place on October 16, 2017) and payment of previous loan worth INR 190,92,02,941 on October 16, 2017. Post completion of this exercise, the Articles of Association of the Company are being amended in order to remove all references given to previous lenders and any other references given with respect to previous loan.

The Board of Directors at their meeting held on January 04, 2018, have approved the alteration in articles of Association of the Company, subject to the further approval of Members and such other approvals as may be necessary.

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. 1 to be passed as an **Special 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:** 06.01.2018

**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 Monday, January 29, 2018 at 10:00 A.M. at B-806, 807, Advant Navis Business Park, Plot No. 7, Sector – 142, Noida 201305 (UP)

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

**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. 1st Floor, 1-2-6, Domalguda, Himayatnagar, Hyderabad, Telangana 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 Monday, January 29, 2018 at 10:00 A.M at B-806, 807, Advant Navis Business Park, Plot No. 7, Sector – 142, Noida 201305 (UP).

S. No.	RESOLUTIONS	Option	
		For	Against
1.	<b>ALTERATION OF ARTICLES OF ASSOCIATION</b>		

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.



**Route map for Extra Ordinary General Meeting of Mahua Bharatpur Expressways Limited, scheduled to be held on Monday, January 29, 2018 at 10:00 A.M at B-806, 807, Advant Navis Business Park, Plot No. 7, Sector – 142, Noida 201305 (UP)**

