NOTICE OF 20TH ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MAHUA BHARATPUR EXPRESSWAYS LIMITED WILL BE HELD ON MONDAY, 15TH SEPTEMBER 2025, AT 05:00 P.M. AT B-376, UPPER GROUND FLOOR, NIRMAN VIHAR, NEW DELHI 110092 TO TRANSACT THE FOLLOWING BUSINESS(ES):

Ordinary Business(es):

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions: -

1. **To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.**

2. **To re-appoint Mr. Saurabh Bansal (DIN: 09783919) as Director liable to retire by rotation and being eligible, offers himself for re-appointment.**

Special Business:

3. **Ratification of Cost Auditor's Remuneration**

   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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), the remuneration not exceeding Rs. 35,000/- (Rupees Thirty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses as approved by the Board of Directors, to be paid to Ajay Kumar Singh & Co, Cost Accountants in practice (Firm Registration No.000386), to conduct the audit of the cost records maintained by the Company for the Financial Year 2025-26, be and is hereby ratified.

   RESOLVED FURTHER THAT, the Board of Directors be and are hereby severally authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution."

By Order of the Board
For Mahua Bharatpur Expressways Limited

Sd/-
Divya
Company Secretary & Compliance Officer
M. No: A36585
Unit No. 1901,19th Floor, Tower B, World Trade Tower,
Plot No. C-1, Sector-16 Noida, U.P.- 201301

Registered Office:
B-376, Upper Ground Floor, Nirman Vihar,
New Delhi-110092

Date: May 26, 2025
Place: NOIDA

NOTES:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.

2. **PROXIES SUBMITTED ON BEHALF OF THE COMPANY MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. 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. PROVIDED 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

3. 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 commencement of the Meeting. The format of proxy form is enclosed.

4. Statement pursuant to section 102(1) of the Companies Act, 2013 in respect of Special Business set out above is annexed hereto.

5. Members/proxies/authorized representatives are requested to submit the attendance slips duly filled in for attending the meeting.

6. Corporate or entity formed under any statute intending to send their authorised representatives to attend the Meeting are requested to send to the Company an authorization letter or Power of attorney authorizing their representative to attend and vote on their behalf at the Meeting.

7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at the registered office of the Company at any time during the business hours of the Company between 10 am and 5 pm on all working days, except holidays.

8. Documents referred to in the notice and statement are open for inspection by the Members at the Registered Office of the Company during working hours except on holidays.

9. Members 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.

10. Statutory registers maintained will be available for inspection by the members at the Annual General Meeting.

11. Members are requested to notify any change in their email id/address to the Company immediately.

12. The Route Map along with a prominent landmark for easy location of the venue of the AGM is enclosed herewith.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

As per the provisions of Section 148 of the Companies Act 2013, Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company at its meeting held on July 29, 2025, on the recommendation of the Audit Committee, had approved the appointment of Ajay Kumar Singh & Co, Cost Accountant in Practice as, the Cost Auditors of the Company to conduct audit of cost records of the Company for the Financial Year ending March 31, 2026 , at a remuneration of INR 35000/- (Rupees Thirty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses and recommended the remuneration to the shareholders for their ratification and approval.

Accordingly, the consent of the Members is sought by way of passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors, to conduct audit of cost records of the Company for the Financial Year ending March 31, 2026 .

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as an Ordinary Resolution.

By Order of the Board
For Mahua Bharatpur Expressways Limited

Sd/-
Divya
Company Secretary & Compliance Officer
M. No: A36585
Unit No. 1901,19th Floor, Tower B, World Trade Tower,
Plot No. C-1, Sector-16 Noida, U.P.- 201301

Registered Office:
B-376, Upper Ground Floor, Nirman Vihar,
New Delhi-110092

Date: May 26, 2025
Place: NOIDA

MAHUA BHARATPUR EXPRESSWAYS LIMITED
CIN: U45200DL2005PLC288617
Regd. Office: B-376, Upper Ground Floor, Nirman Vihar, New Delhi 110092
Ph. 0120-4868330, Email id: corporate.secretarial@cubehighways.com

ADMISSION SLIP

20th Annual General Meeting

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Folio No.		No. of Shares	

Name(s) and address of the member in full

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I/we hereby record my / our presence at the 20th Annual General Meeting of the Company being held on Monday, 15th September 2025 at 05:00 P.M. at B-376, Upper Ground Floor, Nirman Vihar, New Delhi 110092.

Please (✓) in the box

☐ MEMBER ☐ PROXY

____
Signature of Member / Proxy

MAHUA BHARATPUR EXPRESSWAYS LIMITED
CIN: U45200DL2005PLC288617
Regd. Office: B-376, Upper Ground Floor, Nirman Vihar, New Delhi 110092
Form No. MGT-11
PROXY FORM
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U45200DL2005PLC288617
Name of the Company: Mahua Bharatpur Expressways Limited
Registered office: B-376, Upper Ground Floor, Nirman Vihar, New Delhi 110092

Name of the member (s):
Registered address:
E-mail Id:
DP ID and Client ID:

I/We, being the member(s) of …………. shares of the above-named Company, hereby appoint
1. Name:……………………..……………....Address:………………………………..……………Email Id:…………………………………………………………………signature:………………………………………………
…….or failing him.
2. Name:……………………..……………....Address:………………………………..……………Email Id:…………………………………………………………………signature:………………………………………………
…….or failing him.
3. Name:……………………..……………....Address:………………………………..…………Email Id:…………………………………………………………………signature:……
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 20th Annual General Meeting of the Company scheduled to be held on Monday, 15th September 2025, at 05:00 P.M. at B-376, Upper Ground Floor, Nirman Vihar, New Delhi 110092, India in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against
Ordinary Business(es)			
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.		
2.	To re-appoint Mr. Saurabh Bansal (DIN: 09783919) as Director liable to retire by rotation and being eligible, offers himself for re-appointment.		
Special Business			
3.	Ratification of Cost Auditor's Remuneration		

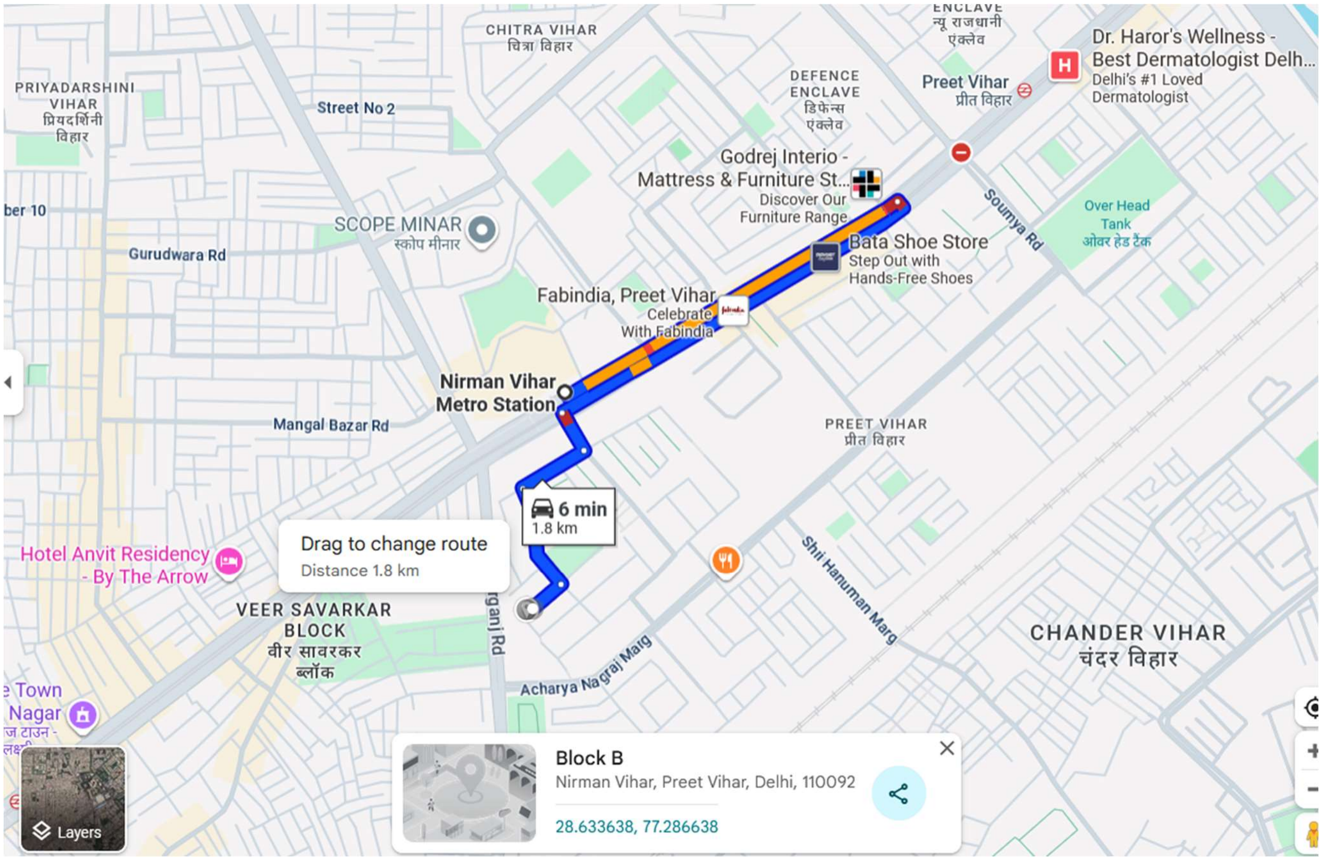
Signed this ………day of ……..2025
Signature of Member……..……..……..……..……..
Signature of Proxy holder(s)…………..…..……..……..

Affix the revenue stamp of Re. 1/-

Note:
This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at B-376, Upper Ground Floor, Nirman Vihar, New Delhi 110092, not less than 48 hours before the commencement of the Meeting.

MBEL
Mahua Bharatpur Expressways

ROUTE MAP OF THE VENUE OF 20TH ANNUAL GENERAL MEETING OF MAHUA BHARATPUR EXPRESSWAYS LIMITED AT B-376, UPPER GROUND FLOOR, NIRMAN VIHAR, NEW DELHI 110092



MAHUA BHARATPUR EXPRESSWAYS LIMITED
Regd. Office: B-376, UGF, Nirman Vihar, New Delhi-110092 **CIN:** U45203DL2005PLC329746
Site office: Amoli Toll Plaza, NH-21 (Earlier NH-11), Village-Amoli, Tehsil- Weir, District- Bharatpur-321407 (Rajasthan)
Corporate Office: Unit No. 1901,19th Floor, Tower B, World Trade Tower, Plot No. C-1, Sector-16 Noida 201301 UP
Phone: +91-0120-486-8300, **E-mail:** Corporate.secretarial@cubehighways.com, **website:** www.mbel.co.in