



# MBL Infrastructures Limited

(Our Company was originally incorporated as Maheshwari Brothers Limited on August 25, 1995 at Registrar of Companies, West Bengal. The name of our Company was changed to MBL Infrastructures Limited with effect from July 05, 2006. For details of incorporation and change of name please refer to the section titled "History and Certain Corporate Matters" beginning on page 90 of the Red Herring Prospectus.)

## Registered Office:

23A, Netaji Subhas Road, 3rd Floor, Suite 14, Kolkata 700 001, **Tel No:** + 91 33 2230 1671/2353; **Fax No:** + 91 33 2230 8807;

**Corporate Offices:** SU 2-3, Bhikaji Cama Bhawan, Bhikaji Cama Place, Ground Floor, New Delhi-110 066, **Tel No:** +91 11 2618 3937; **Fax No:** +91 11 2616 7547;

Saket Estates, 2nd Floor, Premises No. 2C, 2, Ho Chi Minh Sarani Kolkata 700 071, **Tel No:** +91 33 2282-0404/05/06/07/08/09; **Fax No:** + 91 33 2282 0405 **Website:** www.mblinfra.com; **E-mail:** cs@mblinfra.com,

**Contact Person:** Mr. Nitin Bagaria, Company Secretary and Compliance Officer

**PUBLIC ISSUE OF 57, 00,000 EQUITY SHARES OF RS. 10 EACH FOR CASH AT A PRICE OF RS. [-] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. [-] PER EQUITY SHARE) AGGREGATING TO RS. [-] LACS, ("THE ISSUE"), BY MBL INFRASTRUCTURES LIMITED ("OUR COMPANY", OR "THE ISSUER"). THE ISSUE INCLUDES NET ISSUE TO THE PUBLIC OF 56,00,000 EQUITY SHARES AND A RESERVATION OF UPTO 1,00,000 EQUITY SHARES FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("THE EMPLOYEE RESERVATION PORTION") AT THE ISSUE PRICE. THE ISSUE LESS THE EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE "NET ISSUE". THE ISSUE WILL CONSTITUTE 32.55% AND THE NET ISSUE WILL CONSTITUTE 31.97% OF THE FULLY DILUTED POST ISSUE PAID-UP CAPITAL OF OUR COMPANY.**

**PRICE BAND OF RS. 165 TO RS. 180 PER EQUITY SHARE OF FACE VALUE OF RS. 10 EACH**

**THE FLOOR PRICE IS 16.5 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 18 TIMES OF THE FACE VALUE**

## NOTICE TO INVESTORS

**This communication is being made to the Investors with regard to a letter received from the Securities and Exchange Board of India ("SEBI") dated December 7, 2009 (the "SEBI Letter")**

In the section titled "Outstanding Litigations and Material Developments", of the Red Herring Prospectus dated November 18, 2009 read alongwith the Corrigendum dated November 23, 2009 (the "RHP") item number 8 appearing on page 199 discloses the suit filed by our Company against State of Jharkhand, Road Construction Department ("RCD") for disputes relating to non payment of bills and alleged under performance of obligations wherein the reference to notice dated December 11, 2008 received from the RCD prohibiting our Company from participating in tenders relating to the State of Jharkhand ("Notice") has not been mentioned. This omission is inadvertent and hence the following write up at "A" will be incorporated by the Company at the time of filing the Prospectus with the Registrar of Companies. We had also disclosed a litigation regarding the Jana Kalyan Morcha ("the Petitioner") v State of Jharkhand & Ors. as item number 2 on page 195 of the RHP. To update and clarify the developments in the Jana Kalyan Morcha ("the Petitioner") v State of Jharkhand & Ors., the following write up at "B" will be incorporated by the Company at the time of filing the Prospectus with the Registrar of Companies. Investors are requested to read the RHP accordingly.

• The said item number 8 on page 199 as given in the RHP is as under:

*"8. Our Company ("the Petitioner") vs State of Jharkhand, Road Construction Department (RCD)*

C.S. No. 233 of 2009 before the Hon'ble High Court at Calcutta

Our Company was awarded contract dated January 12, 2004 and July 10, 2004 for "Four laning of Km. 0.00 to Km. 15.50 of Adityapur- Kandra Road at Jamshedpur including construction of culverts and drain" and for the "Widening and Strengthening of 0.00 KM to 23.107 KM of Kandra - Saraikela Road at Jamshedpur" respectively. The said contracts were completed on February 28, 2006 and October 31, 2007 respectively. Disputes arose between the parties due to non payment of bills and claims and alleged under performance of the obligations. Our company has moved an application before the High Court of Calcutta for recovery of the dues arising out of non payment of bills and has applied for a stay against the alleged under performance. The matter is currently pending before the High Court of Calcutta."

The said item number 8 shall now read as follows:

A. *"8. Our Company ("the Petitioner") vs State of Jharkhand, Road Construction Department ("RCD")*

C.S. No. 233 of 2009 before the Hon'ble High Court at Calcutta

Our Company was awarded contract dated January 12, 2004 and July 10, 2004 for "Four laning of Km. 0.00 to Km. 15.50 of Adityapur- Kandra Road at Jamshedpur including construction of culverts and drain" and for the "Widening and Strengthening of 0.00 KM to 23.107 KM of Kandra - Saraikela Road at Jamshedpur" respectively. After adjusting certain payments already received by our Company a sum of Rs. 492.57 lacs remained due and payable by RCD to our Company. After completion of the defect liability period in respect of Adityapur- Kandra Road, which expired on February 28, 2007 by a letter dated November 25, 2008, RCD directed our Company to show cause within 7 days as to why the Adityapur-Kandra road got damaged within 1 year of construction and why it should not be held as misappropriation of Government money and why criminal case should not be initiated against our Company and entire money with interest be realised from our Company and the road be repaired at our cost and why our name not be blacklisted. Our Company replied vide letter dated December 8, 2008. However, RCD vide its Notice dated December 11, 2008 prohibited the Company from participating in tenders relating to the state of Jharkhand. Being aggrieved by the aforesaid, our Company filed the captioned suit praying for recovery of Rs 492.57 lacs and an injunction restraining RCD from giving any effect to the impugned Notice and from circulating, communicating or asking anyone to act on the basis of said Notice

The Hon'ble High Court, pursuant to interim orders dated August 21, 2009 and September 10, 2009, stayed the operation of the Notice till December 10, 2009 and the Hon'ble High court has on December 9, 2009 stayed the operation of the Notice and or any other similar notice that may have been issued by the RCD. The matter is currently pending before the High Court of Calcutta."

• *The said item number 2 on page 195 as given in the RHP is as under:*

*"2. Jana Kalyan Morcha ("the Petitioner") v State of Jharkhand & Ors.*

W. P. (PIL) No. 5186 of 2008 before the Hon'ble High Court of Jharkhand at Ranchi

The public interest litigation was filed by petitioner against State of Jharkhand citing that the Adityapur - Kandra Road has become dilapidated and inspite of regularly raising the issue by petitioner, no action whatsoever towards construction and repair of the said road has been taken by the concerned authorities. It was further alleged that the construction work was not done as per specified standard and it is gross misuse of public fund. The company and various officers were made parties to the writ petition subsequently. Our Company by its affidavit stated that the contract for "Four laning of Km. 0.00 to Km. 15.50 of Adityapur- Kandra Road at Jamshedpur including construction of culverts and drain" was awarded to the Company on January 12, 2004, which was completed on February 28, 2006 and the defect liability period was completed on February 27, 2007. The company also mentioned that the work was executed as per the specification as confirmed from the reports of the concerned officers, and supervision consultants appointed by the Road Construction Department and it is only due to reasons not attributable to the company such as traffic diversion from Chaibassa-Hata road, the flood in 2008, abnormal increase in traffic load not contemplated in the design, plying of over- loaded vehicles, inadequate provision of drainage facilities etc that the road was damaged. The matter is currently pending before the Hon'ble court."

To update and clarify the developments in the Jana Kalyan Morcha ("the Petitioner") v State of Jharkhand & Ors., the said item shall now read as follows:

B. *"2. Jana Kalyan Morcha ("the Petitioner") v State of Jharkhand, our Company & Others.*

W. P. (PIL) No. 5186 of 2008 before the Hon'ble High Court of Jharkhand at Ranchi

The Petitioner has filed the said Public Interest Litigation against the State of Jharkhand, through the secretary Road construction Department, Jharkhand ("State of Jharkhand") citing that the Adityapur - Kandra Road has become dilapidated and inspite of regularly raising the issue by petitioner, no action whatsoever towards construction and repair of the said road has been taken by the concerned authorities. The Petitioner has interalia prayed for issuance of appropriate writ/order directing the Respondents to construct or repair the Adityapur- Kandra road ("Road") and to issue appropriate writ to the Respondents especially the Superintending Engineer, RCD to take appropriate action as per the Bihar Prevention of Specified Corrupt Practices Act, 1953 (Corrupt Practices Act) as the said road was constructed in the year 2004-05 but due to the fact that the construction work was not done as per the specified standards and the material used for construction work was so bad that only in a year the Road has become like a pond and as per these facts if the work is not been done as per the standard specification by our Company and also the officers in charge and supervising officers, then all of them are responsible for the bad work done by our Company and hence liable to the punishment as prescribed under the Corrupt Practices Act. On May 18, 2009 our counsel sought time to receive instructions on the observations of the court as to why our Company should not face prosecution for receiving the sum of Rs 33 crores for construction of the Road which was reduced to a pond only after six months of construction and in the alternative should not be directed to repair the same at its own cost. . Our Company has moved and Interim application dated December 2, 2009 before the Jharkhand High Court where-in it has contended that the work on the Road has been carried out as per specifications and that the Road has been damaged for reasons over which our Company had no control, namely heavy traffic, excessive overloading of the trucks, heavy rainfall etc. Our Company has contended that the Road was damaged after the defect liability period for reasons interalia inadequate estimate/ budget provisions, heavy floods, sudden increase in traffic, overloading of vehicles, improper drainage, leakage of water pipes underneath and similar factors beyond the control of our Company. Our Company has further submitted that a 5 member committee constituted by RCD pursuant to observations by the Jharkhand High Court to enquire into the reasons for the deterioration of the Road has also recorded that for reasons of flood, diversion of traffic , heavy axle load etc that the Road has deteriorated. The allegation in the said committee report against our Company is of gross negligence in maintaining the road in the defect liability period which has been denied by our Company. Our Company has interalia prayed to the Court to dismiss the writ petition and vacate all orders passed there-in, stay all further proceedings in the writ petition pending disposal of the petition. Our Company has further made an application dated on December 10, 2009 before the Hon'ble High Court for deletion of its name from the array of defendants of the aforesaid PIL. The matter is currently pending before the Hon'ble Court."

## OPTION TO INVESTORS TO WITHDRAW

**In view of the disclosures herein, kindly note that all applicants (including QIBs) who have submitted their bid(s) in response to our Initial Public Offering may, if they so desire, withdraw their applications. The last date of receipt of request for withdrawal shall be 10th day from the date hereof, i.e., on or before 5.30 pm on December 22, 2009.**

All Applicants (including QIBs), ASBA applicants seeking to withdraw their Bid(s), should submit their duly signed requests alongwith the details of applications such as, Name of Applicant(s), Address, Application Form No., Beneficiary Demat Details i.e. DP ID / Client ID, Number of Shares bid for, Amount paid with the application form, to the Registrar to the Issue marked "Kind Attn: Mr. Sachin Achar, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai 400 078 Tel: +91 22 2596 0320 Fax: +91 22 2596 0329"

**The Public Notice shall be sent to all the applicants by means of written communication within 5 days of the Public Notice.**

**This notice is required to be read in conjunction with the Red Herring Prospectus dated November 18, 2009 and Corrigendum to the Red Herring Prospectus dated November 23, 2009.**

Dated: **December 11, 2009**

Place: **Kolkata**

**For MBL Infrastructures Limited**

Sd/-

**CEO and Whole Time Director**

MBL Infrastructures Limited is proposing subject to the market conditions and other considerations, a public issue of its Equity Shares and has filed a Red Herring Prospectus with the Registrar of Companies, Kolkata, West Bengal. The Red Herring Prospectus is available on the websites of the SEBI, Bombay Stock Exchange Ltd., The National Stock Exchange of India Ltd., and the Book Running Lead Manager. Any potential investor should note that investment in equity shares involves a high degree of risk. For details, see the section titled "Risk Factors" beginning on page xiv of the Red Herring Prospectus. Potential Investors should not rely upon the Draft Red Herring Prospectus filed with SEBI on September 30, 2008. "This announcement is not an offer for sale or solicitation of an offer to buy securities in the United States, or any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of such jurisdiction. The securities of MBL Infrastructures Limited have not been registered under the US Securities Act of 1933, as amended ("the Securities Act"), and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act."