



# PBA INFRASTRUCTURE LTD.

ISO 9001 : 2000  
ISO 14001:2004  
ISO 18001:2007

PBA: SE: 2020

Date: 04/09/2020

To,

Bombay Stock Exchange Limited,  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Mumbai – 400 001.

National Stock Exchange of India Ltd.  
“Exchange Plaza”  
Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400 051

**Sub: Submission of Annual Report under Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

**Ref: BSE Security Code – 532676 / NSE ISIN - INE160H01019**

Dear Sir/ Madam,


Please find attached herewith Notice of 46<sup>th</sup> Annual General Meeting and Copy of Annual Report under regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the year ended 31<sup>st</sup> March, 2020 for your necessary records.

You are requested to take the note of the same and oblige.

Thanking You,

Yours Faithfully,

**FOR PBA INFRASTRUCTURE LIMITED**

  
**Narain Pirimal Belani**  
**Managing Director**  
**DIN: 02395693**





ISO 9001:2000, ISO 18001:2007 and ISO 14001:2004

# PBA INFRASTRUCTURE LIMITED

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**46<sup>th</sup>**  
**ANNUAL REPORT**  
**2019-2020**

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## 46<sup>th</sup>Annual General Meeting

<b>Day</b>	: Monday
<b>Date</b>	: 28.09.2020
<b>Time</b>	: 12.30 P.M.
<b>Place</b>	: Through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OVAVM”)
<b>Book Closure Dates</b>	: 21.09.2020 to 28.09.2020 (both days inclusive)

### **Green Initiative in corporate E-Governance**

Dear Shareholder,

In case you have not registered your e-mail address for receiving communication from Company in electronic mode you may submit the Registration Form given below at the venue of the Annual General Meeting or send it to the Registrar and Transfer Agents. Shareholders holding shares in demat mode are requested to register their e-mail address with the Depository Participant.

#### **E-COMMUNICATION REGISTRATION FORM**

(In terms of Circular No.17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No. / DP ID & Client ID : \_\_\_\_\_

Name of the 1<sup>st</sup> Registered Holder: \_\_\_\_\_

Name of Joint Holder(s) : \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail ID (to be registered): I/ We Shareholder(s) of PBA Infrastructure Limited agree to receive communication from the Company in electronic mode. Please register my/our above e-mail id in your records for sending communication through e-mail.

**Date:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**E-Voting with LIPL:**The voting period begins on \_\_\_\_\_ (\_\_\_\_ a.m.) and ends on \_\_\_\_\_ (\_\_\_\_.)

Note: 1. Shareholder(s) are requested to keep the Company/Depository Participant informed as and when there is any change in the e-mail id.

2. PAN card of Shareholder to be sent to the Company.

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## PBA INFRASTRUCTURE LIMITED

### KEY MANAGEMENT TEAM

#### BOARD OF DIRECTORS AND MANAGEMENT

##### Late Shri Ramlal Roshanlal Wadhawan

Chairman & Managing Director  
(Demise on 02.05.2019)

##### Mr. Narain Pirimal Belani

Managing Director ( w.e.f 30.05.2019)  
& Chief Financial Officer

##### Whole Time Director & Director

Mr. Munish Rajesh Wadhawan  
Mrs. Sujata D. Athavale

##### Independent Director

Mr. Anil Ramakant Parvatkar  
Mr. Raj Kumar Sobti (Resigned on 14.05.2019)  
Mrs. Shallu R. Khanna  
Mr. Yudhishter Lal Gadi

##### Company Secretary & Compliance Officer

Mr. Swaminath C.Jaiswar

#### **AUDITORS**

M/s.R V Luharuka & Co LLP  
225, Jolly Maker Chambers II, Vinay K Shah Marg,  
Nariman Point, Mumbai - 400021.

#### **SECRETARIAL AUDITORS**

JC & Associates

#### **BANKERS**

Canara Bank  
Union Bank of India  
State Bank of India  
Karur Vysya Bank Ltd.  
Punjab & Sind Bank

#### **REGISTRAR AND SHARE TRANSFER AGENTS**

M/s. LINK INTIME INDIA PVT. LTD.  
C-101, 247 Park , LBS Marg,  
Vikhroli (West), Mumbai - 400 083  
Tel: 022-49186000  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Web: [www.linkintime.co.in](http://www.linkintime.co.in)

#### **ADVOCATE**

Mr. Dhananjay Athavale (BSc, LLB)  
Suruchi CHS Ltd.  
Flat No. 10, Sant Janabhai Road,  
Vile Parle (East), Mumbai 400 057.

#### **REGISTERED OFFICE**

611/3, V.N Purav Marg,  
Chembur (East), Mumbai - 400 071.  
Tel: +91 22 61277200/01/02  
Fax: +91 22 61277203  
Email: [pbamumbai@gmail.com](mailto:pbamumbai@gmail.com)  
Website: [www.pbainfra.com](http://www.pbainfra.com)  
CIN: L45200MH1974PLC017653

46<sup>th</sup> Annual General Meeting -28<sup>th</sup> September, 2020

• Visit us at: [www.pbainfra.com](http://www.pbainfra.com) • Email: [pbamumbai@gmail.com](mailto:pbamumbai@gmail.com)/[info@pbainfra.com](mailto:info@pbainfra.com)  
Tel: +91 22 61277200/01/02

## NOTICE

Notice is hereby given that the 46<sup>th</sup> Annual General Meeting of the Members of PBA Infrastructure Limited will be held on Monday, September 28, 2020 at 12.30 p.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.

#### 2. To appoint a Director in place of Mr. Narain P. Belani (DIN: 02395693) who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Mr. Narain P. Belani (DIN: 02395693) as a Director, to the extent that he is required to retire by rotation.”

#### 3. To ratify the appointment of M/s. R V Luharuka & CO LLP, Chartered Accountants, Mumbai (FRN No. 105662W / W100174, ICAI Membership no. : 031765), as statutory auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and all other applicable provisions, if any, and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of M/s. R V Luharuka & CO LLP, Chartered Accountants, Mumbai (FRN No. 105662W / W100174, ICAI Membership no. 031765), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the forty Seventh AGM of the Company to be held in the year 2021 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to fix such remuneration payable to them for the financial year 2020-2021, as may be determined by the audit committee in consultation with the auditors and that such remuneration may be paid as may be agreed upon between the auditors and the Board of Directors.”

### SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Shri Anil Ramakant Parvatkar (DIN: 06474258) who was appointed as Independent Directors of the Company for a period of 5 years from 30.05.2018 to 29.05.2023 at the 44th Annual General Meeting of the Company held on September 28, 2018 till conclusion of 48th Annual General Meeting by way of special resolutions and who have attained the age of 75 years for the remaining period of their existing term of Directorship as Independent Directors of the Company.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

By Order of the Board  
For and on behalf of the Board of Directors

Narain P. Belani  
Managing Director  
DIN : 02395693

Munish Wadhawan  
Whole Time Director  
DIN : 03558667

Place: Mumbai  
Date: 25.08.2020

**Registered Office:**  
Prakash, 611/3, V.N. Purav Marg,  
Chembur (East) Mumbai-400071  
Maharashtra, India.

## PBA INFRASTRUCTURE LIMITED

### NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.
3. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 4 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
4. **Book Closure:**  
The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 21, 2020 to Monday, September 28, 2020 (both days inclusive).
5. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrar and Transfer Agents -M/s Link In Time India Private Limited, Mumbai for assistance in this regard.
6. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/ electronic mode, respectively.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s Link Intime India Private Limited, Mumbai, in case the shares are held in physical form.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**  
Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company’s Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund (“IEPF”) established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.  
The Members/Claimants whose shares, unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)). The Member/ Claimant can file only one consolidated claim in a

Financial Year as per the IEPF Rules. Members are requested to contact the Company's Registrar and Share Transfer Agent to claim the unclaimed/ unpaid dividends at the following address: M/s Link In Time India Private Limited, Mumbai.

10. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

**11. Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

12. **Nomination Facility:** As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail at : pbamumbai@gmail.com

14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2019-20 will also be available on the Company's website at www.pbainfra.com on the website of the Stock Exchanges i.e. BSE Limited and National Stock

Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Depository.

15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. **Voting through electronic means :** In Compliance with regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015, the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the forty-sixth Annual General meeting by electronic means and the business may be transacted through e-voting services provided by Link Intime India Private Limited (LIPL) through instavote. The Members may cast their votes through instavote ("Remote E-voting")
18. The voting period begins on Friday, September 25, 2020 (10.00 a.m.) and ends on Sunday, September 27, 2020 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 21, 2020 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
19. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

# Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. **User ID:** Enter your User ID

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID

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- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in **physical form shall provide Event No + Folio Number** registered with the Company
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
  - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
    - Shareholders/ members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
    - Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
    - Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
  - # Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%^), at least one numeral, at least one alphabet and at least one capital letter).
  - # Click “confirm” (Your password is now generated).
- NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.
2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
  3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
  4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
  5. E-voting page will appear.
  6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.
  8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.
- If you have forgotten the password:**
- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
  - o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
  - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%^), at least one numeral, at least one alphabet and at least one capital letter.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked**



Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

**Process and manner for attending the 46th Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
- # Select the "Company" and 'Event Date' and register with your following details: -
- A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
  - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
  - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
  - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. **Mobile No.:** Enter your mobile number.
- D. **Email ID:** Enter your email id, as recorded with your DP/Company.
- # Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.**

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible

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to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on:- Tel: 022-49186175.

### Annexure

#### Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of AGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html/>. Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details: -
  - a. **Demat Account No. or Folio No.:** Enter your 16-digit Demat Account No. or Folio Number registered with the Company.
  - b. **PAN:** Enter your 10-digit Permanent Account Number.

c. **Mobile No.:**

d. **Email ID:**

2. Click “Go to Meeting”
3. Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders’ relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

#### General Guidelines for shareholders:

- Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut off date i.e. September 21, 2020.
- The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
- Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut Notice of the AGM and holds shares as on the cutoff date for voting i.e. Monday, September 21, 2020, may obtain the login ID and password by sending a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
  - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
  - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.
- A. Ms. Jacintha Castelino (FCS No. 9798) of M/s JC & Associates, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- B. The Scrutinizer shall within a period not exceeding three (3) working days from conclusion of the AGM, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and send it to the Chairman of the Company.
- C. The Results shall be declared at or after the Annual General Meeting (AGM) of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.pbainfra.com](http://www.pbainfra.com) and on the website of LI IPL and shall also communicate to the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

**By Order of the Board**

**For and on behalf of the Board of Directors**

**Narain P. Belani**  
Managing Director  
DIN : 02395693

**Munish Wadhawan**  
Whole Time Director  
DIN : 03558667

Place: Mumbai  
Date: 25.08.2020

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Items no.4:

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Shri Anil Ramakanat Parvatkar, ( DIN:0647258) who was appointed as an Independent Directors of the Company at the 44th Annual General Meeting of the Company held on September, 28 2018 for a period of five years from 30.05.2018 to 29.05.2023 by way of special resolution have attained the age of 75 years.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, NR Committee discussed the matter and recommended the continuation of Directorship of the above Independent Directors for the remaining period of their term

Mr. Anil Ramkant Parvatkar (DIN: 06474258), aged about 75 years is a Non- Executive Independent Director of the Company. He joined the Board of Directors of the company w.e.f. 30.05.2018.

Mr. Anil Parvatkar is a Chairman of the Nomination and Remuneration Committee, Audit Committee and Stakeholder and Relationship Committee of the Company.

The Company has obtained a declaration of independency from Mr. Anil Parvatkar and in the opinion of the Board, Mr. Anil Parvatkar fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is Independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Anil Parvatkar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anil Parvatkar as an Independent Director, for the approval by the Shareholders of the Company.

None of the Directors are concerned or interested in the above said resolution except as a member of the company.

## PBA INFRASTRUCTURE LIMITED

**Details of Directors seeking appointment / re-appointment at the Annual General Meeting**  
[In pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

Name of Director	Mr. Narain P. Belani	Mr. Anil Ramakant Parvatkar
DIN	02395693	06474258
Date of Birth	04/08/1948	05/01/1946
Date of appointment	01/03/1989	30/05/2018
Nature of expertise	Engineering and Civil Construction Business	40 years of Wide knowledge & experience in the field of Heating, Ventilation and Air Conditioning Industry and Sub contractors.
Qualification	B.E.Civil	HSC
Relationships between directors inter-se	N.A.	N.A.
List of other Indian Public Limited Companies in which Directorship held as on March 31, 2020	Nil	Nil
List of other Indian Private Limited Companies in which Directorship held as on March 31, 2020	Nil	Nil
Chairman/ Member of the Committee of Board other Public Limited Companies as on March 31, 2020	Nil	Nil
Terms and conditions of Appointment/ Re-appointment	Managing Director - 5 years w. e. f. 30th May, 2019	Independent Director - 5 years w.e.f. 30th May, 2018
Directorship and Membership in the committees of other listed Companies	Nil	Nil
Number of Shares held in Company (As on March 31, 2020)	20038	134

## DIRECTOR'S REPORT

To,  
The Members,  
PBA Infrastructure Limited.

Your Directors have pleasure in presenting their 46<sup>th</sup> Annual Report of the Company on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2020.

### 1. FINANCIAL HIGHLIGHTS:

The financial performance of the Company, for the year ended March 31, 2020 as compared to the previous financial year is summarized below:

(Amount ₹ in Lakhs)

	2019-2020 (Current Year)	2018-2019 (Previous Year)
Revenue from Operations	4440.21	8507.63
Other Income	443.35	1224.64
<b>Total Income</b>	<b>4883.56</b>	<b>9732.27</b>
Profit before Interest, Depreciation Exceptional items and Tax	450.06	1413.29
Less : Finance Cost	71.82	253.88
Less : Depreciation	481.56	481.88
Less : Exceptional Items	(195.62)	-
Profit/(Loss) before Tax	92.29	677.53
Less : Tax expense	(250.57)	59.17
Profit After Tax	342.87	618.36
Add : Other Comprehensive Income	(14.66)	83.84
<b>Total comprehensive income carried to Other Equity</b>	<b>328.20</b>	<b>702.20</b>

### 2. PERFORMANCE REVIEW AND OPERATIONS:

During the year under review, there has been decrease in Income from Operations. The income from operations during the current year was Rs.4440.21 Lakhs as compared to Rs.8507.63 Lakhs for the previous year. The Profit for the year stood at Rs. 328.20 Lakhs as compared to Profit of Rs.702.20 Lakhs in the previous year.

Your Company's performance and financial position continues to be adversely affected due to slow down in infrastructure, high level of working capital requirement, huge investment in equipment's, high interest cost and blockage of receivables at Government level and arbitration.

### 3. COVID-19

The Company's operations were disrupted by the prolonged lock down announced by the Government consequent to COVID-19 crisis, partly in the month of March 2020, fully in the month of April 2020 and partly in the month of May 2020. The management has assessed the impact of the lockdown & consequent economic slowdown on business operations, revenues, cash flows and other financial parameters as on 31st March, 2020. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers. The operations of the Company were shut down as per the lockdown directives of Government of India as given on 23.03.2020. The COVID- 19 crisis is expected to have a negative impact on the business of the entity due to the temporary closure of Registered Office premise and the Site office. The reductions in sales figures affect the overall profitability of the company. The Company is following the Government directives regarding the health and safety of the workforce. The Company has taken various safety steps such as thermal screening of all employees and visitors, maintaining of social distancing at all work places, sanitizing the premises on regular basis and enforcing wearing of mask etc. to its employees.

## PBA INFRASTRUCTURE LIMITED

### 4. DIVIDEND:

In order to conserve the resources for the further growth of the Company, your Directors think fit not to recommend any dividend for the year under review.

In terms of Regulation 43A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations (“Listing Regulations”), issued by the Securities and Exchange Board of India has mandated the formulation of a Dividend Distribution Policy for Top 500 Listed Entities ,though Company is not coming under Top 500 Listed Entities , the Company has voluntarily adopted Dividend Distribution Policy setting out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to the Shareholders and/or retaining profits earned by the Company. The detailed Policy is annexed to this report as **Annexure-III** and is also available on the website of the Company at [www.pbainfra.com](http://www.pbainfra.com).

### 5. ISO CERTIFICATION:

All the Projects relating to Construction of Bridges and Roads are accredited with ISO 901:2000, 18001:2007 and 14001:2004 Certification.

### 6. TRANSFER TO GENERAL RESERVES:

The Company has not transferred any amount to the General Reserves during the current financial year.

### 7. FIXED DEPOSITS:

Your Company has not accepted any deposits within the meaning of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 from the public or its employees during the year under review. As on March 31, 2020, the Company had deposits aggregating Rs.90.69 Lakhs. The Company has also accepted deposits from the Directors and shareholders, the balance of which stood as at 31st March, 2020 at Rs.1639 Lakhs.

### 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

#### • Composition :

Your Company consists of Managing Director; whole time Director, Independent Directors, Chief Financial Officer and Company Secretary viz.

Name of Director/ Key Managerial Personnel	Designation
Late Shri Ramlal Roshanlal Wadhawan (Demise on 2nd May, 2019)	Charman & Managing Director
Mr. Narain Pirimal Belani	Managing Director & CFO
Mrs Sujata Dhananjay Athavale	Director
Mr. Munish Wadhawan	Whole time Director
Mr. Anil Ramakant Parvatkar	Independent Director
Mr.Raj Kumar Sobti *	Independent Director
Mr.Yudhishter Lal Gadi **	Independent Director
Mrs Shallu R. Khanna	Independent Director
Mr. Swaminath Jaiswar	Company Secretary & Compliance officer

#### Note:

\* Mr. Raj Kumar Sobti has resigned w.e.f. 14.05.2019

\*\* Mr. Yudhishter Lal Gadi was appointed as an Independent Director w.e.f. 15.06.2019

### Independent Non-Executive Directors

In terms of the definition of ‘Independent Directors’ as prescribed under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with Stock Exchanges and Section 149(6) of the Companies Act, 2013, the Company consists of three Independent Directors:

- 1) Mr. Anil Ramakant Parvatkar
- 2) Mrs. Shallu Raajesh Khanna
- 3) Mr. Yudhishter Lal Gadi

The Company has received Certificate of Independence from all Independent Directors, inter-alia, pursuant to Section 149 of the Companies Act, 2013, confirming and certifying that they have complied with all the requirements of being an Independent Director of the Company.

None of the Directors are disqualified from being appointed as Directors, as specified in Section 164(2) of the Companies Act, 2013.

**Declaration by an Independent Director(s) and Re- Appointment:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation and disclosure requirements) Regulation, 2015 with the Stock exchange.

**Appointment and Cessation:**

- Mr. Ramlal R. Wadhawan, Chairman and Managing Director of the Company passed away on 2<sup>nd</sup> May, 2019. The Company had immensely benefited from his vision and leadership during his tenure.
- Mr. Narain P. Belani, was changed his designation from Whole Time Director to Managing Director with effect from 30<sup>th</sup> May, 2019 and also Appointed as a CFO of the Company with effect from 25<sup>th</sup> April, 2019.
- Mr. Munish Wadhawan was appointed as an additional Director of the company on 30<sup>th</sup> May, 2019 and Changed Designation from Director to Whole Time Director with effect from 15<sup>th</sup> June, 2019.
- Mr. Raj Kumar Sobti has resigned w.e.f. 14<sup>th</sup> May, 2019. Mr. Yudhishter Lal Gadi was appointed as an additional Non-Executive Independent Director of the Company on 15<sup>th</sup> June, 2019.

**Retirement by rotation:**

In terms of the provisions of Section 152(6) of the Companies Act, 2013, Mr. Narain P Belani, (DIN:02395693), retires by rotation at this Annual General Meeting, and being eligible, offers himself for reappointment as director.

**9. COMPOSITION OF COMMITTEES:**

Name	Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee
Mr. Anil Ramakant Parvatkar	Chairman	Chairman	Chairman
Mrs. Shallu Raajesh Khanna	Member	Member	Member
Mr. Yudhishter Lal Gadi	Member	Member	Member

**10. PARTICULARS OF EMPLOYEES:**

Particulars as required under section 197 of the Companies Act, 2013 read with Rule 5 (1), 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, is annexed as ANNEXURE-I & II to this Report.

**11. MEETINGS:**

This information has been furnished under Report on Corporate Governance, which is annexed.

**12. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

The Board of Directors has expressed its satisfaction with the evaluation process.

## PBA INFRASTRUCTURE LIMITED

### 13. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR:

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board has adopted the Remuneration Policy for Directors, KMPs and other Employees. NRC has formulated the criteria for the determining qualifications, positive attributes and independence of an Independent Director and also the criteria for Performance evaluation of individual Directors, the Board as a whole and the Committees.

### 14. AUDITOR:

M/s. R V Luharuka & Co LLP, Chartered Accountants (Firm Registration No. 105662W/W100174), were re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 45<sup>th</sup> Annual General Meeting ("AGM") of the Company held on September 28<sup>th</sup>, 2019 until the conclusion of the 48<sup>th</sup> AGM of the Company to be held in the year 2022. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Auditor's Report read with the notes to the accounts referred to therein are self-explanatory and therefore, do not call for any further comments.

Pursuant to the Amendment Act, 2017 there is no requirement of annual ratification of the auditor of the Company vide Notification dated 07.05.2018. The provision with respect to the annual ratification has been removed from Companies (Audit and Auditors) Rules 2014.

#### Management responses to observations in Statutory Audit Report:

The following are the responses of the Management against the observations made by the Statutory Auditor:

Sr. No.	Observations	Management Response/Replies
1	Loan Statement pertaining to certain current / cash term loan from banks and financial institutions have not reconciled.	Due to Covid-2019, Statement of Accounts we have received partly and therefore reconciliation of Statement of Term Loan and Cash Credit is still pending.
2	Default in repayment of Public Deposit	On and after the Commencement of the Companies Act 2013, and the Companies (Acceptance of Deposits) Rules, 2014, the Company has neither invited or nor accepted any deposit from the Public. However the Deposits outstanding shall be repaid by the Company as agreed between the Company and its members.
3	Legal Proceeding initiated against the Company by supplier and the Legal Creditor.	The Company has responded in a time bound manner to proceedings initiated against the Company. The Records of which are filed with the appropriate authority.
4	Suspension of Trading of Securities	The NSE & BSE Limited, Mumbai has imposed a penalty for the delayed and non-compliance with regulation 6, 17, 18, and 19 of SEBI (LODR) Regulations 2015 as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018. However the Company has paid all fines payment to the both Stock Exchanges. Company is in process of preparation of documents and filing an application for revocation of suspension of Trading of Securities.

### 15. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form No. MGT-9 as a part of this Annual Report as Annexure IV.



**16. INTERNAL AUDIT & CONTROLS:**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

**17. WHISTLE BLOWER POLICY / VIGIL MECHANISM:**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism Policy to deal with instances of fraud and mismanagement. The Vigil Mechanism Policy has been uploaded on the website of the Company. The employees of the Company are made aware of the said policy at the time of joining the Company.

**18. RISK MANAGEMENT POLICY:**

Risk management policy of the Company promotes a proactive approach in reporting, evaluating and resolving risks associated with the business. Identified risks are used as one of the key inputs for the development of strategy and business plan. The risks are assessed on a periodical basis and it assists the Board of Directors in overseeing the Company's risk management processes and controls.

The Company does not fall under the ambit of top 100 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

**19. COST AUDITOR**

As per the Rules made by Central Government for the maintenance of cost record under section 148 (1) of the Companies act, 2013, for the financial Year 2019-20 is not applicable to the Company.

**20. INTERNAL AUDITOR**

The Board has appointed M/s Vijay Shah & Co., Chartered Accountant in whole time practice as Internal Auditor for conducting the audit of Internal Audit of the Company for the financial year 2019-20.

**21. SECRETARIAL AUDIT:**

In terms of Section 204 of the Act and Rules made there under, M/s. JC & Associates, Practicing Company Secretaries have been appointed Secretarial Auditor of the Company. The report of the Secretarial Auditors is enclosed as Annexure V to this report.

The Board's comment on the observations made in the Secretarial Audit Report (MR-3) is as follows:

**Suspension of Trading of Securities**

The NSE & BSE Limited, Mumbai has imposed a penalty for the delayed and non-compliance with regulation 6, 17, 18, and 19 of SEBI (LODR) Regulations 2015 as per SEBI Circular no. SEBI/HO/ CFD/CMD/CIR/P/2018/77 dated May 03, 2018. However the Company has paid all fines payment to the both Stock Exchange. Companies are in process of preparation of documents and filing an application for revocation of suspension of Trading of Securities.

**22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

Contracts/Arrangements/Transactions entered by the Company is continuous of the previous period with related parties were in ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality or related party transaction. Accordingly, the disclosure of Related Party Transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

## PBA INFRASTRUCTURE LIMITED

### 23. CORPORATE GOVERNANCE:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities & Exchange Board of India. As per the requirement of Listing Agreement with the Stock Exchanges, the Company has complied with the requirements of Corporate Governance in all material aspects. A Report on Corporate Governance together with a certificate of its compliance from the Statutory Auditors, forms part of this report.

### 24. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India is presented in a separate section forming part of this Annual Report.

### 25. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

In order to prevent sexual harassment of women at work place, a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on December 9, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

### 26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information required u/s 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is given below :

- A. Conservation of Energy: The operation of the Company is not energy intensive. However, energy conservation measures are being taken for regular preventive maintenance of all equipment's. This enhances productivity and efficiency of the equipment resulting in power saving.
- B. Technology Absorption: As the Company has not acquired any technology, the question of absorption of technology does not apply to the Company.
- C. Foreign Exchange Earning and Outgo: Total foreign exchange earnings and outgo during the year:
 

FOB Value of Exports	:	Nil
CIF Value of Imports	:	Nil
Expenditure in foreign currency	:	Nil

### 27. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of Section 135 of the Companies Act, 2013 pertaining to Corporate Social Responsibility (CSR) is not applicable to the Company.

### 28. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) & 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm that:

1. In the preparation of the annual accounts for the Year Ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures from the same;

2. That your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March , 2020 and of the Profit & loss of the Company for the year under review;
3. That your Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That your Directors have prepared the annual accounts on a going concern basis.
5. That your Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
6. That your Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**29. LISTING WITH STOCK EXCHANGES:**

The Company confirms that it has paid the Annual Listing Fees for the Year 2020-21 on dated 21.08.2020 to National Stock Exchange of India Limited (NSE) and Listing Fees of Bombay Stock Exchange Limited (BSE) is in process of making the payment at the earliest ,where the Company's Shares are listed.

Trading of Securities of the Company was suspended w.e.f. 9<sup>th</sup> April, 2019.

The NSE AND BSE Limited, Mumbai has imposed a penalty for the delayed and non-compliance with regulation 6, 17, 18, and 19 of SEBI (LODR) Regulations 2015 as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018; However The Company has paid all fines payment to both Stock Exchange. Companies are in process of preparation of documents and filing an application for revocation of suspension of Trading of Securities.

**30. PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

**31. DETAILS OF SUBSIDIARY / JOINT VENTURE/ASSOCIATES COMPANY:**

Pursuant to provisions of Companies Act, 2013 Company does not have any Subsidiary/ and Associate Companies. Joint Venture may be formed on the basis of tender condition from time to time.

**32. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

During the year under review, Company has not provided with the Loans and advances as per provision of Section 186 of Companies Act, 2013 and Rule made thereunder.

**33. EMPLOYEE'S STOCK OPTION PLAN**

The Company has not provided stock options to any employee.

**34. TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of the Companies Act, 2013 read with The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ('Rules'), the dividends, unclaimed for a consecutive period of seven years from the date of transfer to the Unpaid Dividend Account of the

## PBA INFRASTRUCTURE LIMITED

Company are liable to be transferred to IEPF. Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a period of continuous seven years from the date of transfer of the dividend to the unpaid dividend account are also mandatorily required to be transferred to the IEPF established by the Central Government. Accordingly, the Company has already transferred unclaimed dividend eligible to IEPF authority within statutory timelines.

Any person whose unclaimed dividend and shares pertaining thereto, matured deposits, matured debentures, application money due for refund, or interest thereon, sale proceeds of fractional shares, redemption proceeds of preference shares, amongst others has been transferred to the IEPF Fund can claim their due amount from the IEPF Authority by making an electronic application in e-form IEPF-5. Upon submitting a duly completed form, Shareholders are required to take a print of the same and send physical copy duly signed along with requisite documents as specified in the form to the attention of the Nodal Officer, at the Registered Office of the Company. The e-form can be downloaded from the website of Ministry of Corporate Affairs [www.iepf.gov.in](http://www.iepf.gov.in).

Shareholders are requested to get in touch with the RTA for encashing the unclaimed dividend/interest/principal amount, if any, standing to the credit of their account.

### 35. SECRETARIAL STANDARDS

The Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

### 36. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNALS

There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

### 37. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY.

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

### 38. SHARE CAPITAL

The Paid-up Equity Share Capital of the Company as on 31st March, 2020 is Rs.135005620/-, comprising of 13500562 shares of Re. 10/- each. During the year under review, the Company has not issued any securities.

### 39. ACKNOWLEDGEMENTS:

Your Directors record their grateful appreciation for the encouragement, assistance, co-operation and consistent support received from Customers, Business Partners, Dealers, Financial institutions and Government Authorities. The Board thanks the employees of the Company for their continued support. Your Directors are thankful to all the Stakeholders for their continued patronage.

**By Order of the Board**

**For and on behalf of the Board of Directors**

**Narain P. Belani**  
Managing Director  
DIN : 02395693

**Munish Wadhawan**  
Whole Time Director  
DIN : 03558667

Place: Mumbai  
Date: 25.08.2020

**ANNEXURE I**

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

- i. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 and
- ii. The percentage increase in remuneration of each Director, Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary of the company in the financial year 2019-20

Name & Designation	*Remuneration of each Director & KMP for Financial Year 2019-20 (Rs.)	% increase/ decrease in remuneration in the Financial Year 2019-20	Ratio of remuneration of each Directors to median remuneration of employees
<b>A. Executive Directors/KMP</b> Late Shri Ramlal Wadhawan Chariman & Managing Director (Demise on 02.05.2019)	6,00,000.00	-89.50%	3.71:1
Mr. Narain P. Belani, Managing Director & CFO	50,14,956.00	10.48%	31.04:1
Mr. Munish Wadhawan, Whole time Director	8,24,400.00	-	-
Mrs. Sujata Athavale, Director	11,92,447.00	32.28%	7.38:1
Mr. Swaminath Jaiswar, Company Secretary & Compliance Officer	9,25,167.00	-	-
<b>B. Independent Directors</b>			
Mr. Anil Parvatkar	100000.00	-	-
Mrs. Shallu R. Khanna	100000.00	-	-
Mr. Y.L.Gadi	80000.00	-	-

\* Remuneration to Executive Directors and KMP is shown after deducting TDS &PT.

All the Non-Executive Independent Directors are paid only sitting fees for attending Board/Committee Meetings.

- iii. As on 31st March 2020, there were a total of 124 employees on the roll of the Company.
- iv. Median remuneration of all the employees of the Company for the financial year 2019-20 is Rs.1,61,540/-.
- v. The percentage decrease in the median remuneration of employees in the financial year 2019-20.

Particulars	Financial Year 2019-20 (Rs.)	Financial Year 2018-19 (Rs.)	Decrease (%)
Median remuneration of all employees	1,61,540	2,28,540	29.32%

Note: The calculation of % decrease in the median remuneration has been done based on comparable employees.

- vi. The Average Percentage increase in the salaries of employee other than the MD in the Financial Year 2019-20 was 32.28%, and there is 10.48% increase in the salary of the MD.
- vii. Affirmation that the remuneration is as per the Remuneration Policy of the Company.

**By Order of the Board**

For and on behalf of the Board of Directors

Narain P. Belani  
Managing Director  
DIN : 02395693

Munish Wadhawan  
Whole Time Director  
DIN : 03558667

Place: Mumbai  
Date: 25.08.2020

ANNEXURE II

Particulars as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name	Designation of the Employee	Gross Remuneration Received (in Rs.)	Nature of Employment Whether Contractual or otherwise	Qualification and Experience of the Employee	Date of Commencement of Employment	Age
1	Late Shri Ramlal R. Wadhawan	Chairman & Managing Director	7,00,000.00	Service	HSC	31 July 1986	77
2	Mr. Narain P. Belani	Managing Director & CFO	72,00,000.00	Service	Diploma in Civil Engineering	01 November 1986	70
3	Mrs. Sujata Athavale	Director	13,78,547.00	Service	BA, LLB	01 November 2006	55
4	Mr. Munish Wadhawan	Whole Time Director	8,75,000.00	Service	B Com	30th May, 2019	30
5	Mr. Swaminath Jaiswar	Company Secretary & Compliance Officer	9,29,167.00	Service	M.Com, LLB, CS	30th March, 2019	40
6	Mr. Dharmendra Kumar Yadav	Project Manager	16,21,118.00	Service	BE Civil	01 March 1997	45
7	Mr. M. D. Anwar	Project Manager	16,67,000.00	Service	BE Engineering Civil	01 September 1991	51
8	Mr. Pramod Chandke	Senior Engineer	14,74,779.00	Service	BE Civil	25 January 2010	36
9	Mr. Manohar Shivale	Asst. Administration Personnel	9,41,381.00	Service	B.Com	02 April 1998	49
10	Mrs. Madhu Jagasia	Executive Secretary	8,60,400.00	Service	B.A.	01 January 2005	60
11	Mrs. Kiran Wadhawan	Executive	7,80,000.00	Service	B.Com	01 November 2006	55

**By Order of the Board**

**For and on behalf of the Board of Directors**

**Narain P. Belani**  
Managing Director  
DIN : 02395693

**Munish Wadhawan**  
Whole Time Director  
DIN : 03558667

Place: Mumbai  
Date: 25.08.2020

ANNEXURE III

**DIVIDEND DISTRIBUTION POLICY**

**1. Background ,Objective and Applicability**

Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI LODR”) issued by the Securities and Exchange Board of India (SEBI) has mandated the formulation of a Dividend Distribution Policy for the top 500 listed entities based on their market capitalization. The listed entities other than top five hundred listed entities based on market capitalization may disclose their dividend distribution policies on a voluntary basis in their annual reports and on their websites.

The Board of Directors (“Board”) of **PBA Infrastructure Limited** (“Company”) has adopted this Dividend Distribution Policy to comply with these requirements.

Dividend represents the profit of the Company, which is distributed to shareholders in proportion to the amount paid-up on shares they hold. Dividend includes Interim Dividend.

**2. Dividend distribution philosophy**

The Company is deeply committed to driving superior value creation for all its stakeholders. The focus will continue to be future growth and long term interests of the Company as well as its shareholders. Accordingly, the Board would continue to adopt a progressive dividend policy, ensuring the immediate as well as long term needs of the business.

**3. Statutory and Regulatory Parameters**

The Company shall declare dividend only after ensuring compliance with the requisite regulations and directions as stipulated under the provisions of the Companies Act, 2013 and rules made thereunder, SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, other SEBI regulations and any other regulations as may be applicable from time to time.

**4. Circumstances under which shareholders may or may not expect Dividend**

The Board will assess the Company’s financial requirements, including present and future organic

and inorganic growth opportunities, government policies & regulations and other relevant factors (as mentioned elsewhere in this policy) and accordingly declare dividend in any financial year.

The shareholders of the Company may not expect dividend under certain circumstances including the following,

- In the event of inadequacy of profits or whenever the Company has incurred losses;
- Significant cash flow requirements towards higher working capital requirements / tax demands / or others , adversely impacting free cash flows;
- An impending / ongoing capital expenditure program or any acquisitions or investment in joint ventures requiring significant allocation of capital;
- Allocation of cash required for buy-back of securities;
- Any of the internal or external factors restraining the Company from considering dividend.

**5. Financial parameters and other internal and external factors that would be considered for declaration of dividend:**

The Board will consider various parameters as mentioned below before arriving at a decision on declaration of dividend:

- Current year’s Profit/ Inadequacy of profit
- Accumulated reserves
- Distributable surplus available as per the various Acts and Regulations
- The Company’s liquidity position and future cash flow needs
- Track record of Dividends distributed by the Company
- Capital expenditure requirements considering the expansion and acquisition opportunities
- Cost and availability of alternative sources of financing

## PBA INFRASTRUCTURE LIMITED

- Funds requirement for contingencies and unforeseen events with financial implications
- Capital market scenario
- Shareholders expectations
- Government Policies
- Macro- economic conditions
- Stipulations/ Covenants of loan agreements
- Prevailing Taxation Policy or any amendments expected thereof, with respect to dividend distribution
- Payout ratios considering probabilities of its consistency in coming time
- Any other relevant factors that the Board may deem fit to consider before declaring Dividend.

Companies Act, 2013, SEBI and other Regulations, etc.

### 10. Review and Disclosure of Policy

The Board may review the Dividend Distribution Policy of the Company periodically. The Dividend Distribution Policy shall be disclosed in the Annual Report of the Company and placed on the Company's website, [www.pbainfra.com](http://www.pbainfra.com).

### 6. Utilization of retained earnings

Retained earnings shall be utilized in accordance with prevailing regulatory requirements, creating reserves for specific objectives, fortifying the balance sheet against contingencies, generating higher returns for shareholders through reinvestment of profits for future growth and expansion and any other specific purpose as approved by the Board of Directors of the Company. The Company shall endeavour to utilize retained earnings in a manner that shall be beneficial to both, the interests of the Company and its stakeholders.

### 7. Parameters with regard to various classes

Presently, the issued and paid-up share capital of the Company comprises of equity shares only. In case, the Company issues other kind of shares, the Board may suitably amend this Policy.

### 8. Conflict in policy

In the event of a conflict between this policy and the existing statutory regulations, the statutory regulations will prevail.

### 9. Modification of the Policy

The Board is authorized to change/amend this policy from time to time at its sole discretion and/ or in pursuance of any amendments made in the



**ANNEXURE IV TO DIRECTORS' REPORT**

Form No. MGT - 9

Extract of Annual Return

as on the financial year on 31<sup>st</sup> March, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

i.	CIN	L45200MH1974PLC017653
ii.	Registration Date	31st July, 1974
iii.	Name of the Company	PBA INFRASTRUCTURE LIMITED
iv.	Category / Sub-Category of the Company	Public Company / Limited by Shares Company
v.	Address of the Registered office and contact Details Tel. No. Fax No. Email	Prakash, 611/3, VN Purav Marg, Chembur, Mumbai - 400071 022 6127 7200 / 1 / 2 022 6127 7203 pbamumbai@gmail.com info@pbainfra.com
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar & Transfer Agents (RTA), if any	M/s. LINK INTIME INDIA PVT. LTD. C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 • Phone: +91 22 49186000 Fax: +91 22 49186060 Email : mumbai@linktime.co.in rnt.helpdesk@linkintime.co.in Website : www.linktime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main Products /Services	NIC Code	% to the Total Turnover of the Company
1	Construction Services (Infrastructure projects including road work, bridgework and irrigation projects)	42101	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: N.A.**

Sr. No.	Name and Address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section

## PBA INFRASTRUCTURE LIMITED

### IV. Shareholding Pattern (Equity Share Capital Break up as percentage of Total Equity)

#### i) Categorywise Share holding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year			
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares
<b>A) Promoter</b>								
1) Indian								
a) Individual / H.U.F	7384255	0	7384255	54.70	7384255	0	7384255	54.70
b) Central Government	0	0	0	0	0	0	0	0
c) State Government	0	0	0	0	0	0	0	0
d) Body Corporate	0	0	0	0	0	0	0	0
e) Banks and FI	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0
f)i) Directors	0	0	0	0	0	0	0	0
<b>Sub-Total (A) (1)</b>	<b>7384255</b>	<b>0</b>	<b>7384255</b>	<b>54.70</b>	<b>7384255</b>	<b>0</b>	<b>7384255</b>	<b>54.70</b>
2) Foreign								
a) NRIs Individual	0	0	0	0	0	0	0	0
b) other Individual	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0
<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of promoter(A)=(A)(1)+(A)(2)</b>	<b>7384255</b>	<b>0</b>	<b>7384255</b>	<b>54.70</b>	<b>7384255</b>	<b>0</b>	<b>7384255</b>	<b>54.70</b>
<b>B) Public Shareholding</b>								
1) Institutions								
a) Mutual Fund	0	0	0	0	0	0	0	0
b) Venture Capital Funds	0	0	0	0	0	0	0	0
c) Alternate Investment Funds	0	0	0	0	0	0	0	0
d) Foreign Venture Capital Investors	0	0	0	0	0	0	0	0
e) Foreign Portfolio Investor	196	0	196	0	4	0	4	0
f) Financial Institutions / Banks	0	0	0	0	0	0	0	0
g) Insurance Companies	0	0	0	0	0	0	0	0
h) Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0
i) Other(Specify)	0	0	0	0	0	0	0	0
<b>Sub-total (B) (1)</b>	<b>196</b>	<b>0</b>	<b>196</b>	<b>0</b>	<b>4</b>	<b>0</b>	<b>4</b>	<b>0</b>

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year			
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares
<b>2) Non-Institutions</b>								
a) Body Corporate								
i) Indian	3,26,348	-	3,26,348	2.42	2,21,337	-	2,21,337	1.64
ii) Overseas								
b) Individuals								
i) Individuals Shareholders holding nominal Share Capital Upto Rs.2 lakh	44,41,351	6	44,41,357	32.90	45,71,757	6	45,71,763	33.86
ii) Individuals Shareholders holding nominal Share Capital in excess of Rs.2 lakh	8,30,491	-	8,30,491	6.15	8,30,491	-	8,30,491	6.15
d) Other								
Hindu Undivided Family	3,51,324	-	3,51,324	2.60	3,59,833	-	3,59,833	2.66
NRI's	1,10,738	-	1,10,738	0.82	1,10,006	-	1,10,006	0.82
Clearing Member	37,274	-	37,274	0.28	4,294	-	4,294	0.03
IEPF	18,579	-	18,579	0.14	18,579	-	18,579	0.14
<b>Sub-total (B) (2)</b>	<b>61,16,105</b>	<b>6</b>	<b>61,16,111</b>	<b>45.30</b>	<b>61,16,297</b>	<b>6</b>	<b>61,16,303</b>	<b>45.30</b>
Total public Shareholding								
of (B)=(B)(1)+(B)(2)	<b>61,16,301</b>	<b>6</b>	<b>61,16,307</b>	<b>45.30</b>	<b>61,16,301</b>	<b>6</b>	<b>61,16,307</b>	<b>45.30</b>
c) Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1,35,00,556</b>	<b>6</b>	<b>1,35,00,562</b>	<b>100.00</b>	<b>1,35,00,556</b>	<b>6</b>	<b>1,35,00,562</b>	<b>100.00</b>

## PBA INFRASTRUCTURE LIMITED

### ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total Shares	% Change in shareholding during year
1	Late Shri Ramlal Roshanlal Wadhawan	3959785	29.33	29.33	3959785	29.33	29.33	NIL
2	Balkrishan Wadhawan	802280	5.94	5.94	802280	5.94	5.94	NIL
3	Narayan Ganesh Thatte	636720	4.72	0	636720	4.72	0	NIL
4	Subhashchadnra Pritamlal Wadhawan	567280	4.20	0	567280	4.20	0	NIL
5	Neena B. Wadhawan	254840	1.89	0	254840	1.89	0	NIL
6	Sunil Ramlal Wadhawan	260676	1.93	0	260676	1.93	0	NIL
7	Vishal Balkrishan Wadhawan	257284	1.91	0	257284	1.91	0	NIL
8	Deepak Ramlal Wadhawan	255870	1.90	0	255870	1.90	0	NIL
9	Monica M. Talwar	250760	1.86	0	250760	1.86	0	NIL
10	Veena Wadhawan	138760	1.03	0	138760	1.03	0	NIL
	<b>Total</b>	<b>7384255</b>	<b>54.70</b>	<b>35.27</b>	<b>7384255</b>	<b>54.70</b>	<b>35.27</b>	

### (iii) Change in promoters Shareholding (please specify if there is no change)

SR. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of Total Shares of the Company	No. of shares	% of Total Shares of the Company
	<b>At the Beginning of the year</b>				
1	Late Shri Ramlal Roshanlal Wadhawan	3959785	29.33	3959785	29.33
2	Balkrishan Wadhawan	802280	5.94	802280	5.94
3	Narayan Ganesh Thatte	636720	4.72	636720	4.72
4	Subhashchandra Pritamlal Wadhawan	567280	4.20	567280	4.20
5	Sunil Ramlal Wadhawan	260676	1.93	260676	1.93
6	Vishal Balkrishan Wadhawan	257284	1.91	257284	1.91
7	Deepak Ramlal Wadhawan	255870	1.90	255870	1.90
8	Neena B. Wadhawan	254840	1.89	254840	1.89
9	Monica M. Talwar	250760	1.86	250760	1.86
10	Veena Wadhawan	138760	1.03	138760	1.03

Date wise Increase/Decrease in promoters Share holding during the year specifying the reason for increase/decrease(e.g.allotment/transfer/bonus/sweat equity etc):		No Changes during the year			
At the End of the year					
1	Late Shri Ramlal Roshanlal Wadhawan	3959785	29.33	3959785	29.33
2	Balkrishan Wadhawan	802280	5.94	802280	5.94
3	Narayan Ganesh Thatte	636720	4.72	636720	4.72
4	Subhashchandra Pritamlal Wadhawan	567280	4.20	567280	4.20
5	Sunil Ramlal Wadhawan	260676	1.93	260676	1.93
6	Vishal Balkrishan Wadhawan	257284	1.91	257284	1.91
7	Deepak Ramlal Wadhawan	255870	1.90	255870	1.90
8	Neena B. Wadhawan	254840	1.89	254840	1.89
9	Monica M. Talwar	250760	1.86	250760	1.86
10	Veena Wadhawan	138760	1.03	138760	1.03

(iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GRDs and ADRs)

SR. No	For each of the Top 10 Shareholders	Shareholding at the beginning of the year	
		No. of shares	% of Total Shares of the Company
	<b>At the Beginning of the year</b>		
1	Shaktipal J Sabarwal	153700	1.14
2	Anjali Neeraj Hardikar	100000	0.74
3	Shakti Jashpal Sabharwal	76316	0.57
4	Rachana Agarrwal	62108	0.46
5	Bharat N Shah	60000	0.44
6	Siddharth Sanjay Zaveri	42500	0.31
7	Amita Surana	41500	0.31
8	Prem Chandra Gupta	40444	0.30
9	Sandip Mahendra Parikh	37000	0.27
10	Kiran Rajesh Wadhawan	36096	0.27

## PBA INFRASTRUCTURE LIMITED

SR. No	For each of the Top 10 Shareholders	Shareholding at the beginning of the year	
		No. of shares	% of Total Shares of the Company
	<b>At the End of the year</b>		
1	Shaktipal J Sabarwal	157382	1.17
2	Anjali Neeraj Hardikar	100000	0.74
3	Shakti Jashpal Sabharwal	76316	0.57
4	Ramya Venkat	62108	0.46
5	Bharat N Shah	60000	0.44
6	Siddharth Sanjay Zaveri	42500	0.31
7	Amita Surana	41500	0.31
8	Prem Chand Gupta	40444	0.30
9	Sandip Mahendra Parikh	37000	0.27
10	Kiran Rajesh Wadhawan	36096	0.27

### (v) Shareholding of Directors and Key Managerial Personnel:

SR. No	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of Total Shares of the Company	No. of shares	% of Total Shares of the Company
1	Late Shri Ramlal Wadhawan	3959785	29.33	3959785	29.33
2	Narain P. Belani	20038	0.15	20038	0.15
3	Sujata D. Athavale	10	0	10	0
4	Anil Parvatkar	134	0	134	0
5	Shallu R. Khanna	0	0	0	0
6	Raj Kumar Sobti	0	0	0	0
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Changes during the year			
	<b>At the End of the year</b>				
1	Late Shri Ramlal Wadhawan	3959785	29.33	3959785	29.33
2	Narain P. Belani	20038	0.15	20038	0.15
3	Sujata D. Athavale	10	0	10	0
4	Munish R. Wadhawan	0	0	0	0
5	Anil Parvatkar	134	0	134	0
6	Shallu R. Khanna	0	0	0	0
7	Raj Kumar Sobti	0	0	0	0
8	Yudhishter Lal Gadi	0	0	0	0

**V. INDEBTNESS:**

Indebtedness of the company including interest outstanding/accrued but not due for payment

Indebtedness at the Beginning of the financial year	Deposits	Unsecured Loans	Deposit	Total Indebtness
i) Principal Amount	2,28,34,26,837	48,79,24,911	-	2,77,13,51,748
ii) Interest due but not paid	1,57,21,45,641	2,26,14,939	-	1,59,47,60,580
iii) Interest accrued but not due	-	-	-	-
<b>Total(i +ii +iii)</b>	<b>3,85,55,72,478</b>	<b>51,05,39,850</b>	<b>-</b>	<b>4,36,61,12,328</b>
<b>Change in Indebtness during the financial year</b>				
• Addition	2,48,43,755	-	-	2,48,43,755
• Reduction	-	92,38,598	-	92,38,598
<b>Net Change</b>	<b>2,48,43,755</b>	<b>92,38,598</b>	<b>-</b>	<b>1,56,05,157</b>
<b>Indebtedness at the End of the financial year</b>				
i) Principal Amount	2,28,34,26,837	48,12,49,202	-	2,76,46,76,039
ii) Interest due but not paid	1,59,69,89,396	2,00,52,050	-	1,61,70,41,446
iii) Interest accrued but not due	-	-	-	-
<b>Total (i +ii +iii)</b>	<b>3,88,04,16,233</b>	<b>50,13,01,252</b>	<b>-</b>	<b>4,38,17,17,485</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Late Shri Ramlal R. Wadhawan	Mr. Narain Pirimal Belani	Mrs. Sujata Athavale	Mr. Munish R. Wadhwan	
<b>1</b>	<b>Gross Salary</b>					
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	6,80,000	67,20,000	8,40,000	7,00,000	89,40,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	(c) Profit in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
<b>2</b>	<b>Stock Option</b>	-	-	-	-	-
<b>3</b>	<b>Sweat Equity</b>	-	-	-	-	-
<b>4</b>	<b>Commission</b>	-	-	-	-	-
	- As % of Profit	-	-	-	-	-
	- Others, specify	-	-	-	-	-
<b>5</b>	<b>Others, Please Specify</b>					
	- Allowances	20,000	4,80,000	4,68,547	1,75,000	11,43,547
	- Bonus	-	-	70,000	-	70,000
	Less : TDS	1,00,000	21,85,044	1,83,100	49,100	25,17,244
	Less : MSPT	-	-	2,500	1,500	4,000
	<b>Total (A)</b>	<b>6,00,000</b>	<b>50,14,956</b>	<b>11,92,947</b>	<b>8,24,400</b>	<b>76,32,303</b>
	Ceiling as per the Act, 2013	The Remuneration paid to Managing Director and Whole-time Director is within the ceiling prescribed under the Companies Act, 2013				

## PBA INFRASTRUCTURE LIMITED

### B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Sr. No.	Name of Director	Amount (Rs)
1.	Independent Directors	1	Anil Parvatkar	1,00,000
		2	Shallu R.Khanna	1,00,000
		3	Yudhister Lal Gadi	80,000
	<b>TOTAL</b>			<b>2,80,000</b>
	Ceiling as per the Act, 2013		Non- Executive Directors are not being paid remuneration except sitting fees which is within the limits prescribed under the Act	

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SR. No.	Particulars of Remuneration	Company Secretary & Compliance Officer	Total Amount
		Swaminath C. Jaiswar	
1	Gross Salary		
	(a) Salary as per provision contained in section 17(1) of the Income-Tax Act, 1961	6,00,000	6,00,000
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-
	(c) Profits in lieu of Salary u/s 17(3) Income-Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commision	-	-
	- as% of profit	-	-
	- others,specify	-	-
5	Others, please specify	-	-
	- Allowances	3,00,000	3,00,000
	- Bonus	29,167	29,167
	Less : TDS & MSPT	4,000	4,000
	<b>Total (A)</b>	<b>9,25,167</b>	<b>9,25,167</b>
	Ceiling as per the Act, 2013	-	-

### VII) DETAILS OF PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court] details)	Appeal made, if any (give)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil



## REPORT ON CORPORATE GOVERNANCE

Pursuant to Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, given below is a report on the Corporate Governance in the Company:

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

PBA has well defined set of systems, principles and process by which it is governed. These form the backbone of your Company's ability to create long term value for all its stakeholders.

The systems and process allow for independent decision making across the organization while fulfilling the requirements of responsibility and accountability.

The principles allow for integrity and fairness in all dealings, which are periodically disclosed in the most transparent manner possible this is the foundation stone of developing an ethical business model.

The Corporate Governance policy of the company is based on the principles of equity and ensures the following:

- Timely dissemination of material information to the Stakeholders concerning their interests;
- Adequate Internal Checks and Balances;
- Transparency and Accountability; and
- Compliances with the applicable laws and regulations.

### 2. BOARD OF DIRECTORS AND MEETINGS:

The present strength of the Board of Directors of the Company is 6 (Six) Directors. Seven Board Meetings were held in 2019-20. The following table shows the detailed composition of Board of Directors as well as their attendance details at the Board Meetings:-

Name of the Director	Category Directorship	No. of Board Meeting attended	Attendance at last AGM	No. of Directorship in other Companies
Late Shri Ramlal Roshanlal Wadhawan	Chairman & Managing Director	02	No	-
Mr. Narain P. Belani	Managing Director & CFO	07	Yes	-
Mrs. Sujata Dhananjay Athavale	Director	07	Yes	-
Mr. Munish Wadhawan	Whole-time Director	5	Yes	01
Mr. Anil Ramakant Parvatkar	Independent Director	7	Yes	-
Mrs. Shallu R. Khanna	Independent Director	7	Yes	-
Mr. Raj Kumar Sobti*	Independent Director	2	No	-
Mr. Yudhishter Lal Gadi**	Independent Director	3	Yes	-

Note:

1. \*Mr Rajkumar Sobti is Resigned on 14.05.2019

2. \*\*Mr. Yudhishter Lal Gadi was appointed as an Independent Director w.e.f. 15.06.2019

During the year, Seven Board Meetings were held. The said meetings were held on April 12<sup>th</sup>, 2019, April 25<sup>th</sup>, 2019, May 30<sup>th</sup>, 2019, August 13<sup>th</sup>, 2019, 14<sup>th</sup> November, 2019, February 13, 2020.

## PBA INFRASTRUCTURE LIMITED

### Code of Conduct:

The Board has laid down a Code of Conduct for all Board members and Senior Management Personnel of the Company. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct. The Code of Conduct seeks to ensure that the Directors and the Senior Management Personnel observe a total commitment to their duties and responsibilities while ensuring a complete adherence with the applicable statutes on one hand and values and ethics on the other.

### **3. COMMITTEES OF THE BOARD:**

#### **• AUDIT COMMITTEE:**

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013. Audit Committee of the Board of Directors (“the Audit Committee”) is entrusted with the responsibility to supervise the Company’s financial reporting process, appointment of external auditors and reviewing with the Management the quarterly and annual financial statements. All the members of the Audit Committee are financially literate and bring in expertise in the field of Finance, Taxation, Economics, Risk and International Finance

#### **Terms of Reference**

**The terms of reference of the Audit Committee, inter alia includes:-**

- Overseeing the financial reporting process.
- To ensure proper disclosure in the quarterly, half yearly and Annual Financial Statements.
- To recommend appointment, re-appointment of Auditors and the fixing of their remuneration. Approval of payment to Statutory Auditors for any other services rendered by them.
- Reviewing, with the management, the Annual Financial Statements before submission to the Board with particular reference to:
  - a. Matters required to be included in the Directors’ Responsibility Statement to be included in the Board’s Report to the shareholders in terms of clause (3) (c) of Section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications in the draft audit report.
- Reviewing, with the management, performance of Statutory and Internal Auditors, adequacies of internal control systems.
- Discussing with Internal Auditors on any significant findings and follow up thereon.
- Reviewing the findings of any internal examinations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussing with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern.
- To discuss with management, the Internal Auditors and the Statutory Auditors the Company’s major risk exposures and guidelines and policies to govern the processes by which risk assessment and risk management is undertaken by the Company, including discussing the Company’s major financial risk exposures and steps taken by management to monitor and mitigate such exposures and from time to time conferring with another Committee/ s of the Board about risk exposures and policies within the scope of such other Committee’s oversight.
- To look into the reasons for substantial defaults in the payment to the shareholders (in case of non payment of declared dividends) and creditors, if any.
- To review the functioning of the Whistle Blower Mechanism.

- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Scrutiny of Inter-corporate Loans and Investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.

The Audit Committee is vested with the necessary powers, as defined in its Charter, to achieve its objectives.

The maximum gap between any two meetings was not more than one hundred and twenty days. The necessary quorum was present for all the meetings.

During the year, four meetings were held. The said meetings were held on May 30, 2019, August 13<sup>th</sup> 2019, November 14, 2019 and February 13, 2020. The constitution of the Committee and the attendance of each member of the Committee are given below:

Name	Category	Number of Audit Committee meetings	
		Held	Attended
Mr. Anil Parvatkar	Independent Executive	4	4
Mrs. Shallu R. Khanna	Independent Executive	4	4
Mr. Yudhishter Lal Gadi*	Independent Executive	4	3

Note: \*Mr. Yudhishter Lal Gadi was appointed as an Independent w.e.f. 15.06.2019

• **STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of the Company is constituted in line with the Regulation 20 of the Listing Regulations read with Section 178 of the Companies Act, 2013. The Stakeholders' Relationship Committee was constituted to redress the shareholders' grievances/complaints relating to transfer & transmission of shares, non-receipt of annual report, dividend, share certificate etc. and to provide the responses to the queries, if any, raised by the investors. The Committee also considers the matters which can aid better investor services and relations.

**Terms of reference**

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to attending to and redressal of the grievances of the shareholders and the investors of the Company. The Committee in particular looks into:

- The Shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividends and matters related thereto.
- The matters that can facilitate better investor services and relations.
- Attending to investors' queries and complaints regarding transfer, annual reports etc.
- Attending to complaints of investors routed by SEBI/ Stock Exchange.

During the year, the Stakeholders' Relationship Committee met four times. The said meetings were held on May 30, 2019, August 13, 2019, November 14, 2019 and February 13, 2020. The constitution of the Committee and the details of attendance of each member of the Committee are given below:

Name	Category	Number of Audit Committee meetings	
		Held	Attended
Mr. Anil Parvatkar	Independent Executive	4	4
Mrs. Shallu R. Khanna	Independent Executive	4	4
Mr. Yudhishter Lal Gadi	Independent Executive	4	3

Note:

\*Mr. Yudhishter Lal Gadi was appointed as an Independent w.e.f. 15.06.2019

## PBA INFRASTRUCTURE LIMITED

### • **NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of the Company is constituted in line with the Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee of the Company reviews the remuneration of Managing / whole-time directors, retirement benefits to be paid to them.

#### **Terms of Reference**

The terms of reference of the Nomination and Remuneration Committee, inter alia includes:

#### **Executive Remuneration**

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to determination on their behalf and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages and any compensation payment for the Managing Director/ Whole-time Directors, Executive Directors, Key Managerial Personnel and Senior Management Personnel. The role of the Committee includes:

- Identifying persons who are qualified to become the Directors / hold other senior management position and formulating criteria for determining qualities / positive attributes of Independent Directors.
- Recommending to the Board and periodically reviewing Remuneration Policy.
- Formulation of criteria for evaluation of Independent Directors and the Board and devising Board diversity policy.
- Determine the Company's policy on specific remuneration packages for Whole-time Directors / Executive Directors, Key Managerial Personnel and Senior Management Personnel.
- To provide independent oversight of and to consult with Company management regarding the Company's compensation, bonus, pension and other benefit plans, policies and practices applicable to the Company's executive management.
- To develop guidelines for and annually review and approve (a) the annual basic salary, (b) the annual incentive and bonus, including the specific goals and amount.
- To review and approve (a) Employment Agreement and severance arrangement (b) any other benefits, compensation or arrangement for the Managing Director.

#### **Remuneration Policy of the Company**

##### **For Managing Director**

The appointment and remuneration of Managing Director is governed by the recommendation of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and Shareholders of the Company. The remuneration of the Managing Director comprises of salary, perquisites, allowance and, medical expenses, other retirement benefits as approved by the shareholders at the General Meetings. As per the Remuneration Policy the Committee shall take into consideration the experience, previous contributions, targets and market conditions while recommending the appointment and remuneration of the person as Managing Director.

##### **For Non-Executive Directors**

##### **Sitting Fees:**

**The Non- Executive Directors are compensated by way of sitting fees.**

It comprises of Three Non-Executive Directors Mr. Anil Parvatkar, Chairman of the Committee, Mrs. Shallu R. Khanna, Member of the Committee, Mr. Yudhishter Lal Gadi, Member of the Committee and Mr. Raj kumar Solti, Member of the Committee.

During the year, the Nomination and Remuneration Committee met Six times. The said meetings were held on April, 12, 2019, April 25, 2019, May 30, 2019, August 13, 2019, November 14, 2019 and February 13, 2020. The constitution of the Committee and the details of attendance of each member of the Committee are given below:

The necessary quorum was present for the meeting.

Name	Category	Number of Audit Committee meetings	
		Held	Attended
Mr. Anil Parvatkar	Independent Executive	6	6
Mrs. Shallu R. Khanna	Independent Executive	6	6
Mr. Rajkumar Sobti*	Independent Executive	6	2
Mr. Yudhishter Lal Gadi**	Independent Executive	6	3

Note: \*Mr. Rajkumar Sobti has resigned on 14.05.2019.

\*\*Mr. Yudhishter Lal Gadi was appointed as an Independent w.e.f. 15.06.2019

#### PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out the periodic and annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning primarily covering the following:

1. Adequacy of the composition of the Board and its Committees.
2. Board culture.
3. Execution and performance of Specific duties
4. Attendance of Board Meetings and Board Committee Meetings
5. Quality of contribution to Board deliberations
6. Strategic perspectives or inputs regarding future growth of Company and its performance
7. Providing perspectives and feedback going beyond information provided by the management
8. Commitment to shareholder and other stakeholder interests.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman on parameters such as effectiveness of leadership, impartiality and ability to keep shareholders' interest in mind etc. and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

#### 4. DIRECTOR'S AND KEY MANAGERIAL REMUNERATION

Detail of Remuneration of Directors and Key Managerial Personnel for the financial year 2019-2020

Name of the Director	Basic Salary	Allowances	Perquisites	Bonus	Deduction (TDS/PT)	Total
Late Mr. Ramlal Wadhawan Chairman & Managing Director	6,80,000	20,000	0	0	1,00,000	6,00,000
Mr. Narain Belani Whole-time Director	67,20,000	4,80,000	0	0	21,85,044	50,14,956
Mrs. Sujata Athavale Director	8,40,000	4,68,547	0	70,000	1,85,600	11,92,447
Mr. Munish Wadhawan Whole Time Director	7,00,000	1,75,000	0	0	50,600	8,24,400
Mr. Swaminath C. Jaiswar Company Secretary & Compliance Officer	6,00,000	3,00,000	0	29,167	4,000	9,25,167
<b>TOTAL</b>	<b>95,40,000/-</b>	<b>14,43,547</b>	<b>0</b>	<b>99,167</b>	<b>25,25,244</b>	<b>85,57,470</b>

## PBA INFRASTRUCTURE LIMITED

The Remuneration paid to Managing Director and Whole-time Director is within the ceiling prescribed under the Companies Act, 2013.

### Sitting Fees paid for the financial year 2018-2019 to Non-Executive Independent Directors in Rs.

Name of the Directors	Sitting Fess	Commission	Others	Total
Mr. Anil Parvatkar	1,00,000	-	-	1,00,000
Mrs. Shallu R. Khanna	1,00,000	-	-	1,00,000
Mr. Yudhister Lal Gadi	80,000	-	-	80,000
TOTAL	2,80,000	-	-	2,80,000

Non Executive Directors are not being paid remuneration except sitting fees which is within the limits described under the Act.

### 5. GENERAL BODY MEETINGS:

Details of the location, date and time of the last three Annual General Meetings (AGM) and the Resolutions passed therein are as under:

Day, Date & Time	Location	Particulars of Special Business
Saturday, September 28, 2019 at 12.30 p.m.	The Chembur Gymkhana, Phase II, 16th Road, Chembur, Mumbai - 400 071	Appointment of Independent Directors and Change in Designation of Existing Directors.
Friday, September 28, 2018 at 12.30 p.m.	The Chembur Gymkhana, Phase II, 16th Road, Chembur, Mumbai - 400 071	Appointment of Independent Directors and Delisting of Shares from the National Stock Exchange Limited (NSE)
Friday, September 29, 2017 at 11.30 a.m.	The Chembur Gymkhana, Phase II, 16th Road, Chembur, Mumbai - 400 071	Appointment of M/s. R V Luharuka & Co LLP as statutory Auditors

The shareholders passed all the resolutions including the special resolutions set out in the respective Notices.

### 6. DISCLOSURES:

- Transactions with related parties have been disclosed vide Notes on Accounts - 30, forming part of the Annual Report.
- There have been no instances of non-compliance by your Company on any matter related to the capital markets.
- Your Company has complied with all the mandatory requirements of Corporate Governance as required by the Listing Agreements
- No personnel have been denied access to the Audit Committee of your Company to discuss any matter of substance.

### 7. MEANS OF COMMUNICATION:

• Publication of Results	The quarterly / annual results of the Company are published in the leading newspapers viz The Financial Express in English and Apla Mahanagar Mumbai Edition and / or Dainak Mumbai Lakshdeep in Marathi.
• Designated Email Id for redressal of investor complaints	In terms of Clause (d) of sub regulation (2) of Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, investors may use the E-mail ID: pbamumbai@gmail.com, info@pbainfra.com redressal of complaints.
• Website of the Company	www.pbainfra.com

**8. GENERAL SHAREHOLDER'S INFORMATION:**

• AGM: Date, Time and Venue	Monday, September 28, 2020 at 12.30 p.m. through Video Conferencing ("V/C")/ Other Audio-Visual Means ("OAVM")
• Date of Book Closure	Monday, September 21, 2020 to Monday, September 28, 2020 (both days inclusive).
• Corporate Identity Number (CIN) allotted by Ministry of Corporate Affairs (MCA)	L45200MH1974PLC017653
• Listing on Stock Exchange	The Company's Equity Shares are listed on Bombay Stock Exchange Limited & National Stock Exchange Limited, Mumbai
• Stock codes: Bombay Stock Exchange Limited National Stock Exchange Limited ISIN for Dematerialisation	BSE 532676 NSE PBAINFRA INE160H01019
• Dividend	In order to conserve the resources for the further growth of the Company, your Directors think fit not to recommended any dividend for the year under review.
• Registrar and Transfer Agents	M/S LINK INTIME INDIA PVT. LTD. C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 Tel. : 022 4918600 • Email : rnt.helpdesk@linktime.co.on Website : www.linktime.co.in
• Share Transfer System	The authority to approve share transfers/transmissions has been delegated by the Board of Directors to the Registrar and Share Transfer Agents. Requests received for transfer of shares are processed within 30 days of receipt.
• Outstanding GDRs / ADRs / Warrants or any convertible instruments conversion date and likely impact on equity	NIL
• Address for correspondence	Prakash, 611/3, V. N. Purav Marg, Chembur (East), Mumbai - 400071 • Tel No. : +91 22 61277200/01/02/ 03 Email : pbamumbai@gmail.com • Website : www.pbainfra.com
• Dematerialization of Shares and Liquidity	As on 31 <sup>st</sup> March, 2020, a total number of 13500562 shares, representing 99.99% of the total shares of the company have been dematerialized.
• Plan Location	The Company does not have any manufacturing plant.
• Details of Suspension of Securities from trading if any	Trading of Securities of the Company was suspended w.e.f. 9th April, 2019.

**Financial year - April 1, 2020 to March 31, 2021**

**Financial Calendar 2020 - 2021 (tentative)**

Financial reporting for the quarter ending June 30, 2020	Upto August, 13, 2020
Financial reporting for the half year ending September 30, 2020	Upto November 14, 2020
Financial reporting for the quarter ending December 31, 2020	Upto February 14, 2021
Financial reporting for the quarter and year ending March 31, 2021	Upto May 30, 2021
Annual General Meeting for the year ending March 31, 2021	Upto September 30, 2021

## PBA INFRASTRUCTURE LIMITED

### 9. THE DISTRIBUTION OF SHAREHOLDERS AS ON 31.03.2020 IS AS FOLLOWS:

Range of Holding	No. of Shareholders	% of Shareholders	Shares	% to Capital
1-5000	10050	84.71	1400711	10.3752
5001-10000	909	7.6618	765058	5.6669
10001-20000	431	3.6328	672244	4.9794
20001-30000	160	1.3486	409212	3.0311
30001-40000	65	0.5479	234364	1.736
40001-50000	73	0.6153	343654	2.5455
50001-100000	108	0.9103	779598	5.7746
Above 100001	68	0.5733	8895721	65.8915
<b>Grand Total</b>	<b>11864</b>	<b>100</b>	<b>13,500,562</b>	<b>100</b>

### 10. SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> MARCH, 2020:

Category	Sub-category	No. of securities held	% of holdings
Promoter's holding	Indian Promoters	7384255	54.70
	Foreign Promoters	-	-
	Persons Acting in Concern	-	-
	<b>Sub Total</b>	<b>7384255</b>	<b>54.70</b>
Institutional Investors	Mutual Funds & UTI	-	-
	Banks, FIs, Insurance Co's, Central / State Govt. / Non-Govt. Institutions	4	0.00
	FII	-	-
	<b>Sub Total</b>	<b>4</b>	<b>-</b>
Others	Private Corporate Bodies	221337	1.64
	Indian Public	5402254	40.02
	NRI/OCBs	110006	0.81
	Any Other	382706	2.83
	<b>Sub Total</b>	<b>6116303</b>	<b>45.30</b>
	<b>Grand Total</b>	<b>13500562</b>	<b>100</b>

### 11. STOCK MARKET PRICE DATA AT BOMBAY STOCK EXCHANGE (BSE):

Month	Open in (Rs.)	High in (Rs.)	Low in (Rs.)	Close in (Rs.)	No. of Shares	No. of Trades	Total Turnover in (Rs.)
Apr-19	4.59	4.64	4.14	4.14	9357	29	40665
May-19	3.94	3.94	3.94	3.94	53	1	208
Jun-19	-	-	-	-	-	-	-
July-19	-	-	-	-	-	-	-
Aug-19	-	-	-	-	-	-	-
Sep-19	-	-	-	-	-	-	-
Oct-19	3.90	3.90	3.90	3.90	100	1	390
Nov-19	-	-	-	-	-	-	-
Dec-19	-	-	-	-	-	-	-
Jan-20	-	-	-	-	-	-	-
Feb-20	-	-	-	-	-	-	-
Mar-20	-	-	-	-	-	-	-

Note : Trading of Securities of the Company was suspended w.e.f. 9th April, 2019.



**STOCK MARKET PRICES DATA AT NATIONAL STOCK EXCHANGE (NSE):**

Month	Open in (Rs.)	High in (Rs.)	Low in (Rs.)	Close in (Rs.)	No. of Shares	No. of Trades	Total Turnover in (Rs.)
Apr-19	4.60	4.60	3.80	4.00	14455	27	58586.30
May-19	3.90	3.90	3.90	3.90	201	3	783.90
Jun-19	3.90	3.95	3.80	3.80	1156	14	4513.65
July-19	3.65	3.95	3.50	3.50	3893	11	14217.55
Aug-19	3.50	3.50	3.35	3.25	1120	5	3902.75
Sep-19	3.35	3.35	3.35	3.35	1439	8	4820.65
Oct-19	3.35	3.35	3.35	3.35	6	2	20.10
Nov-19	-	-	-	-	-	-	-
Dec-19	-	-	-	-	-	-	-
Jan-20	-	-	-	-	-	-	-
Feb-20	-	-	-	-	-	-	-
Mar-20	-	-	-	-	-	-	-

**Note :** Trading of Securities of the Company was suspended w.e.f. 9th April, 2019.

**12. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company familiarises its Independent Directors pursuant to the requirement of Listing Regulations with their roles and rights, responsibility in the Company, nature of the industry in which the Company operates and business model of the Company etc. The details of the familiarisation programme imparted to the Independent Directors of the Company during Financial Year 2019-2020 are available on the website of the Company at [www.pbainfra.com](http://www.pbainfra.com)

**13. FEES PAID TO STATUTORY AUDITORS**

Total fees of Rs.17.85 Lacs for financial year 2019-20, for all services, was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditors are a part.

**14. DECLARATION FOR CODE OF CONDUCT**

Pursuant to Schedule V (Clause D) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, it is hereby declared that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management for the year ended 31<sup>st</sup> March, 2020.

**By Order of the Board**

**For and on behalf of the Board of Directors**

**Narain P Belani**  
Managing Director  
DIN : 02395693

**Munish Wadhawan**  
Whole Time Director  
DIN : 03558667

Place: Mumbai  
Date: 25/08/2020

**Annexure V**

Form No. MR-3

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members of  
**PBA Infrastructure Limited**

I have conducted the Secretarial Audit of the compliance of applicable provisions and the adherence to good corporate practices by **PBA Infrastructure Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representative during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder. The Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (j) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (k) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
  - (l) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (vi) As informed to me the following other Laws specifically applicable to the Company as under:
1. Income Tax Act, 1961 and Rules.
  2. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
  3. Employees' State Insurance Act, 1948.
  4. Payment of Bonus Act, 1965
  5. The Factories Act, 1948.
  6. Industrial Dispute Act, 1948
  7. Payment of Wages Act, 1956
  8. Minimum Wages Act, 1948
  9. Industrial Employment (Standing Orders) Act, 1946
  10. Payment of Gratuity Act, 1972
  11. Goods and Service Tax Act, 1972
  12. Employees Compensation Act, 1923
  13. Contract Labour (Regulation and Abolition) Act, 1970
  14. Land Revenue Laws of respective states.
  15. Local Laws as applicable to various offices and premises of the Company.
  16. Environment Protection Act, 1986 and other environmental laws.
  17. Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003.
  18. Indian Stamp Act, 1999
  19. Indian Contract Act, 1872
  20. Negotiable Instruments Act, 1881.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and the Listing Obligations and Disclosure Requirements, Regulations 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

**I further report** that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, and formed the Composition of Board, Audit Committee,

## PBA INFRASTRUCTURE LIMITED

Nomination & Remuneration Committee and Stakeholders' Relationship Committee . The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

**I further report** that the NSE and BSE Limited have imposed a penalty for the delayed and non-compliance with regulation 6, 17, 18, and 19 of SEBI (LODR) Regulations 2015 as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018. ; However the Company has paid all fines payment to the both Stock Exchange.

Trading of Securities of the Company was suspended with effect from 9th April, 2019

Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes. All the decisions at the Board Meetings were passed unanimously and with requisite majority in General Meeting.

**I further report** that there are adequate systems and processes in the Company commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report** that during the audit period, no specific event has taken place which has major bearing on the Company's affairs.

Note: The prevailing circumstances in the country on account of lockdown and COVID-19 Pandemic, has impacted, to some extent, verification of documents and records of the Company.

Place: Mumbai  
Date : 11.08.2020

For **JC & Associates**  
Company Secretaries

Jacintha Castelino  
Proprietor  
CP No: 12162  
FCS: 9798  
UDIN : F009798B000570886



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
PBA Infrastructure Limited  
Prakash , 611/3, V.N. Purav Marg  
Chembur (East) Mumbai -400071

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of PBA Infrastructure Limited having CIN:L45200MH1974PLC017653 and having registered office at Prakash , 611/3 , V.N. Purav Marg, Chembur (East) Mumbai-400071 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Designation
1	Mr.Narain Pirimal Belani	02395693	Managing Director & CFO
2	Mrs. Sujata Dhananjay Athavale	07601500	Director
3	Mr.Munish Rajesh Wadhawan	03558667	Whole Time Director
4	Mr. Anil Ramakant Parvatkar	06474258	Independent Director
5	Mrs.Shallu Raajesh Khanna	08292904	Independent Director
6	Mr. Yudhishter Lal Gadi	08475917	Independent Director

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For JC & Associates**  
Company Secretaries

Jacintha Castelino  
Proprietor  
CP No: 12162  
FCS: 9798  
UDIN : F009798B000608693

Place: Mumbai  
Date : 11.08.2020

## CERTIFICATE FROM THE MANAGING DIRECTOR

In terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the BSE Ltd (BSE) and National Stock Exchange of India Limited (NSE), I hereby certify as under:

- a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 and that to the best of our knowledge and belief:
  - 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

There have been no

- I. Significant changes in internal control over financial reporting during the year;
- II. Significant changes in accounting policies during the year;
- III. Instances of fraud of which we have become aware and the involvement therein, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**By Order of the Board**  
**For and on behalf of the Board of Directors**

**Narain P. Belani**  
Managing Director  
DIN : 02395693

**Place: Mumbai**  
**Date: 31.07.2020**



## CERTIFICATION FROM THE CHIEF FINANCIAL OFFICER

I, Narain P. Belani, in my capacity as the Chief Financial Officer, to the best of my knowledge and belief, certify that:

- a) I have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 and that to the best of my knowledge and belief;
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee:
  - i. Significant changes in internal control over financial reporting during the year;
  - ii. Significant changes if any, in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - iii. That there are no instances of significant fraud of which I have become aware.

Narain P Belani  
Chief Financial Officer

Place: Mumbai  
Date: July 31, 2020



## PBA INFRASTRUCTURE LIMITED

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### **DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2020.

**Narain P. Belani**  
Managing Director  
DIN: 02395693

Date: 31/07/2020  
Place: Mumbai



## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of  
PBA Infrastructure Limited

### To the Members of PBA Infrastructure Limited

We have examined the compliance of the conditions of corporate governance by PBA Infrastructure Ltd. (the Company) for the year ended 31st March 2020 as stipulated in Regulation 17- 27 and clause (b) to (i) of Sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the listing regulations.

### Auditor's Responsibility

Pursuant to the requirements of the listing regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the applicability generally accepted auditing standards in India, the guidance note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India (ICAI), and Guidance Note on Reports or Certificates for Special Purpose issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the standard on quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

Subject to aforesaid, in our opinion and to the best of information and explanation given to us, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

As required by the Guidance note issued by the Institute of Chartered Accountants of India, we have to state that the Registrar and Share Transfer Agents of the Company have certified that they have maintained the records to show the investor's grievances against the Company and that as at 31<sup>st</sup> March 2020, there were no investors grievances remaining unattended/pending for more than 30 days.

We state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

### Restriction on use

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For R V Luharuka & Co LLP  
Chartered Accountants  
FRN No. 105662W / W100174

Ramesh Luharuka  
Partner  
Membership No: 031765

Place: Mumbai  
Dated: 31<sup>st</sup> July 2020

## MANAGEMENT DISCUSSION AND ANALYSIS

### 1. Company overview

PBA Infrastructure Limited (PBA) (formerly Prakash Building Associates Ltd.) Company, was founded by Wadhawan family in 1974. Over the last four decades the Company had established itself as a highly disciplined, professional and quality conscious organization capable of undertaking and successfully completing any major project in all parts of India. The Company specializes in construction of Highways, Bridges, Runways, Heavy RCC Structures and other Infrastructure projects. The Company became a Public Limited Company in November 2005 and is listed on both BSE, Mumbai and NSE, Mumbai. The Company has consistently been declaring dividends to its shareholders since IPO, the last being 10% in 2010. The Company had executed a large number of major Infrastructure Projects all over India from Kashmir to Kanyakumari for various Government and Semi Government organizations like NHAI, MES, State PWDs of Maharashtra, Jammu & Kashmir, Gujarat and Karnataka, MCGM, MADC, MIDC, MMRDA, MSRDC, APRDC, NMMC, CIDCO, GSRDC, etc.

Your Company's performance and financial position continues to be adversely affected due to slow down in infrastructure, high level of working capital requirement, huge investment in equipment's, high interest cost and blockage of receivables at Government level and arbitration.

### 2. Industry review

#### 2.1 India's Infrastructure Opportunity

The Indian infrastructure sector is a key driver for the country's economy. Growing urbanization, demand for energy and financing needs for sustainable living pose a challenge for the infrastructural setup in the country. Infrastructure, and the lack of it, is envisaged as the primary growth constraint, while good infrastructure is widely recognized as an enabler of growth. In the coming era of supply chain disruptions, new technologies and increasing 'global' demand, infrastructure growth must keep pace with the need created for it. The sector is accountable for propelling India's overall development. Thus, it requires intense focus from the government for introducing policies that would ensure time-bound formation of world-class infrastructure in the country. The opportunities in the sector have seen an incremental curve over the previous years and are growing to establish the sector as a key driver in India's development story and economic growth at a high rate.

In December 2019, the government launched the National Infrastructure Pipeline (NIP), an investment plan unveiled by the Central Government for enhancing infrastructure in identified sectors. This is a first-of-its-kind exercise to efficiently provide world-class infrastructure across the country and improve the quality of life for all citizens. NIP will enable a forward outlook on both economic and social infrastructure projects, which will create jobs, improve ease of living and provide equitable access to infrastructure for all, thereby making growth more inclusive.

It is envisaged that during the FY 20-25, sectors such as energy (24%), roads (18%), urban (17%) and railways (12%) would amount to ~71% of the projected infrastructure investments in India, with a total capital expenditure projected at ~ ₹111 lakh crore. The Centre (39%) and states (40%) are expected to have an almost equal share in implementing the NIP in India, followed by the private sector (21%).

Out of the total expected capital expenditure of ₹111 lakh crore, projects worth ₹44 lakh crore (40% of the NIP) are under implementation, projects worth ₹33 lakh crore (30%) are at the conceptual stage and projects worth ₹22 lakh crore (20%) are under development.

The Government of India has given a massive push to the infrastructure sector by allocating ₹1,69,637 crore for the transport infrastructure. The highways sector has been one of the best performing areas of the government, with government expenditure rising from ₹34,345.20 crore in FY 15 to ₹91,823 crore in FY 21.

Source: Press Information Bureau Government of India, Ministry of Road Transport & Highways.

#### 2.2 Road and highway sector

As per the Ministry of Road Transport and Highways (MoRTH), FY 20 was the year of consolidation of the gains that accrued from major policy decisions taken in the previous five years. It was a time for monitoring of ongoing projects, tackling roadblocks and adding to the already impressive pace of work achieved during the past years.

During the year, the MoRTH and its associated organisations have carried forward the good work of the previous years, expanding the national highway network in the country, taking various steps to make these highways safe for the commuters and undertaking efforts to minimise any adverse impact on the environment. As a result, the length of India's National Highways (NHs) has increased from 91,287 kms in April 2014 to about 1,32,500 kms as on December 31, 2019.

The MoRTH has envisaged an ambitious highway development programme called ‘Bharatmala Pariyojana’, which includes development of about 65,000 kms of NHs. Under Phase-I of Bharatmala Pariyojana, the MoRTH has approved the implementation of 34,800 kms of NHS in five years with an outlay of ₹ 5,35,000 crore (US\$ 76.55 billion). The National Highways Authority of India has been mandated the development of about 27,500 kms of NHs under Bharatmala Pariyojana Phase-I.

The MoRTH had taken up a detailed review of the NH network and has given investment approval for the Bharatmala Pariyojana Phase-I Scheme for development of about 34,800 kms [including 10,000 kms residual National Highways development Project (NHDP) stretches] at an estimated outlay of ₹5,35,000 crore. Development of major highways will be done under this scheme, including the development of economic corridors, inter-corridors and feeder roads; efficiency improvements of national corridors; border and international connectivity roads; coastal and port connectivity roads; and expressways. Total 246 projects with a length of 10,100 kms have been awarded until February 2020. Further, 1,255 kms has been constructed under the Bharatmala Pariyojana Project in FY 20.

The MoRTH has also taken up the Connectivity Improvement Programme for Char Dham (Kedarnath, Badrinath, Yamunotri and Gangotri) in Uttarakhand. The Programme includes projects of improvement/development of 889 kms length of NHs at a total estimated cost of about ₹11,700 crore. Out of the 889 kms, 1.1 kms has been completed and 646 kms is under construction. Total length of 6,940 kms of NHs has been constructed in the country during FY 20 until December 2019, whereas 1,522 kms of NHs has been constructed during FY 20 under the Bharatmala Pariyojana.

Details of NH length constructed per day during the last six years:

Year	Length in Kms	Pace(Kms per day)
FY 15	4410	12.08
FY 16	6061	16.56
FY 17	8231	22.55
FY 18	9829	26.93
FY 19	10855	29.74
FY 20 (Upto December)	6940	25.23

NHAI has accomplished construction of 3,979 kms of NHs in FY 20. This is the highest ever highway construction achieved in a financial year by NHAI. The construction pace, as noticed in the previous years, has seen a steady growth with 3,380 kms in FY 19. Continuing the same trend with the development of 3,979 kms of NHs during FY 20, NHAI has achieved an all-time high construction since its inception in 1995.

### 2.3 Growth drivers

To accelerate the pace of construction, a large number of initiatives have been undertaken to revive the stalled projects and expedite completion of new projects:

- Identification of model NH in the state for development by the government
  - Streamlining of land acquisition and acquisition of a major portion of land prior to bidding
  - Award of projects after adequate project preparation in terms of land acquisition, clearances, etc.
  - Disposal of cases in respect of Change of Scope (CoS) and Extension of Time (EoT) in a time-bound manner
  - Procedure for approval of General Arrangement Drawing for Road-over Bridges (ROBs) simplified and made online
  - Close coordination with other ministries and state governments’ one-time fund infusion
  - Regular review at various levels and identification/removal of bottlenecks in project execution
  - Proposed exit for equity investors
  - Securitisation of road sector loans
  - Revamp of dispute resolution mechanism to avoid delays in project completion of projects
- In addition, there are a few more initiatives that will drive growth for the infrastructure sector in India:
- **Massive infrastructure push:** The Government of India has given a massive push to the infrastructure sector by allocating ₹1,69,637 crore the transport infrastructure.
  - **NH expansion:** The MoRTH proposes developing an additional 60,000 kms of NHs in the next five years, of which 2,500 kms are express ways / access-controlled highways,

## PBA INFRASTRUCTURE LIMITED

9,000 kms are economic corridors, 2,000 kms for coastal and port connectivity highways and 2,000 kms border roads / strategic highways. The MoRTH also intends to improve connectivity for 100 tourist destinations and construct bypasses for 45 towns/cities during this period.

- **Growing demand:** With the increase in consumer demand and nuclear families, need for two-wheelers and compact cars has been on the rise and is expected to grow even further. Road's traffic share of the total traffic in India has grown from 13.8% to 65% in freight traffic and from 32% to 90% in passenger traffic over FY 1951-2017.
- **Government initiatives:** The Government of India is expected to invest heavily in the infrastructure sector, mainly highways, renewable energy and urban transport. Increasing budget allocations, Smart City Mission, Pradhan Mantri Awas Yojana, new metro rail policy, Housing for All and the North East Special Infrastructure Development Scheme are expected to contribute significantly to drive infrastructure growth in India.
- **Increasing investments:** In recent years, India has emerged as one of the most attractive destinations for doing business and making investments. 100% Foreign Direct Investment (FDI) is allowed in infrastructure development projects such as townships, housing and built-up infrastructure and construction developments.

### 2.4 Opportunities

Here are some trends that are ensuring seamless travel, better infrastructure and connectivity:

- **Electronic toll collection:** The National Electronic Toll Collection (NETC) programme is the flagship initiative of MoRTH&H and NHAI. It uses the FASTag device that employs Radio Frequency Identification (RFID) technology for making toll payments directly from the prepaid or savings account linked to it. The programme has been implemented on a pan-India basis to remove bottlenecks and ensure seamless movement of traffic and collection of user fee as per the notified rates.
- **Different models:** The type of Public-Private Partnership (PPP) models used in road projects

are BOT (Build Operate Transfer), TOT (Toll Operate Transfer) and HAM (Hybrid Annuity Model). The government's efforts to evolve new, flexible policies to create investor-friendly highway development initiatives have already started by way of introduction of monetization of highway assets under the TOT mode. The next fiscal year is likely to witness an increase in the award of contracts under the TOT and BOT modes as financial constraints limit the total expenditure that can be undertaken by NHAI and accordingly contract award on EPC/HAM basis.

- **FDI in roads:** Cumulative FDI inflows into the construction development sector, including roads and highways, stood at US\$ 25.37 billion between April 2000 and December 2019. This is expected to grow as the MoRTH has come out with business-friendly initiatives.
- **NIP:** The final report of the NIP Task Force has projected total infrastructure investment of ₹111 lakh crore between FY 20-25. The sectors such as energy (24%), roads (18%), urban (17%) and railways (12%) 20 IRB Infrastructure Developers Ltd. amount to around 71% of the projected infrastructure investments in India.
- **Favorable policies in other sectors:** These include 100% exit policy for stressed BOT players, providing secured status for PPP projects while lending, and proposal to scrap slow-moving highway projects, among others.

### 2.5 Highlights of Union Budget 2020-21

- The government has given a massive push to the infrastructure sector by allocating ₹1,69,637 crore (US\$ 24.27 billion) for the transport infrastructure.
- The government has allocated ₹ 91,823 crore (US\$ 13.14 billion) to the MoRTH.
- The government has set a target to complete one road project every two days as part of its 100-day plan.
- The government plans to invest ₹15 lakh crore (US\$ 214.62 billion) in the next five years.
- The government has allocated ₹19,500 crore (US\$ 2.79 billion) under the Pradhan Mantri Gram Sadak Yojana (PMGSY).
- An accelerated development of highways to include development of 2,500 kms access control highways, 9,000 kms of economic corridors, 2,000 kms of coastal and land port roads, and 2,000 kms of strategic highways.
- The Delhi-Mumbai Expressway and two other packages would be completed by 2023. The

Chennai-Bengaluru Expressway would also be started.

- The government has raised a proposal to monetise at least 12 lots of highway bundles of over 6,000 kms before 2024.

## 2.6 Bharatmala Pariyojana: Phase-I

Bharatmala Pariyojana is the umbrella programme for the highways sector unrolled in FY 18. The programme aims to optimise the efficiency of road traffic movement across the country by bridging critical infrastructure gaps. Under this programme, the MoRTH has taken up a detailed review of the NH network with a view to develop road connectivity to border areas; develop coastal roads, including road connectivity for non-major ports; improve the efficiency of national corridors; and develop economic corridors, inter-corridors and feeder routes; along with integration with Sagarmala, etc.

The Bharatmala Pariyojana envisages the development of about 26,000 kms length of economic corridors, which along with Golden Quadrilateral (GQ) and North-South and East-West (NS-EW) corridors are expected to carry the majority of the freight traffic on roads. Further, about 8,000 kms of inter-corridors and about 7,500 kms of feeder routes have been identified for improving the effectiveness of economic corridors, GQ and NS-EW corridors. The programme envisages the development of ring roads / bypasses and elevated corridors to decongest the traffic passing through cities and enhances logistic efficiency. 28 cities have been identified for ring roads and 125 choke points and 66 congestion points have been identified for their improvements. Further, to reduce congestion on proposed corridors, enhance logistic efficiency and reduce logistics costs of freight movements, 35 locations have been identified for development of multimodal logistics parks.

The Bharatmala Pariyojana (approved for estimated cost of ₹6,92,324 crore including other ongoing schemes) is to be funded from cess (₹2,37,024 crore) collected from petrol and diesel (as per Central Road & Infrastructure Fund Act, 2000; erstwhile CRF Act, 2000), amount collected from toll (₹46,048 crore) apart from additional budgetary support (₹59,973 crore), expected monetisation of NHs through TOT (₹34,000 crore), Internal & Extra Budgetary Resources (IEBR) (₹2,09,279 crore) and private sector investment

(₹1,06,000 crore) as per Financing Plan up to 2021-22.

Phase-I of Bharatmala Pariyojana includes the development of:

Sr. no.	Scheme	Length (kms)	Cost (Rs.Crores)
1	Economic corridors	9,000	1,20,000
2	Inter-corridors and feeder roads	6,000	80,000
3	National corridor efficiency improvement	5,000	1,00,000
4	Border and international connectivity roads	2,000	25,000
5	Coastal and port connectivity roads	2,000	20,000
6	Expressways	8,00	40,000
7	Subtotal	24,800	3,85,000
	Ongoing projects, including NHDP	10,000	1,50,000
	<b>Total</b>	<b>34,800</b>	<b>5,35,000</b>

## 2.7 Outlook

The roads and highways sector is expected to take a mighty blow from the nationwide lockdown to contain the COVID-19 pandemic, which has pushed back a much anticipated economic recovery this fiscal by bringing movement of people, goods and all major industries to a standstill. However, the key to reversal in economic activity lies in the consumption propensity of people and ability of industries to achieve pre-COVID levels of operations. The government has been facilitating measures to safeguard liquidity, compensate developers/contractors for the losses experienced during lockdown and provide additional loans for a smooth resumption of operations. The Union Minister for Road Transport & Highways and MSMEs, in his communication dated April 07, 2020, has set a target of constructing roads worth ₹15 lakh crore in the next two years.

Furthermore, there are tremendous opportunities in the near and long term for the infrastructure space in India. The government's ambitious infrastructure development programmes provide significant opportunities for investors and market players to help transform the sector and partner India's socio-economic progress. Robust demand, higher investments, attractive opportunities and

## PBA INFRASTRUCTURE LIMITED

policy support changed the face of the road sector in the country within three years.

The government is implementing various projects across the length and breadth of the country to solve the woes of the common man. The MoRTH has introduced notable trends that will make India take lead position in road infrastructure in the times to come.

### 3. Performance Highlights- 2019-2020

Your Company focused on effective execution of all its continuing Projects. The financial highlights of PBA's performance on a standalone basis in 2019-2020 are:

- **Revenue from operations** is at Rs.4440.21 Lakhs in 2019-2020 v/s Rs.8507.62 Lakhs in 2018-2019.
- **EBIDTA** (before profits from JV, Exceptional item and other income) is at Rs. 450.06 Lakhs in 2019-2020 v/s Rs.1413.29 Lakhs in 2018-2019.
- **JV income** - To achieve the required progress of Nasik Project and, Omerga Project, the Company has gone in joint venture, the Projects are under work in- progress.
- **Claims** - The Company had gone into arbitration for some projects and also had received the awards in their favour. The authorities have appealed in the Courts and the matters are pending.
- **One Time Settlement** - The Company had approached the Consortium Banks ( Lead Bank Canara Bank ) for One Time Settlement and further to this Consortium Banks had asked Company to inform the amount of One time Settlement vide Last Meeting held on 06/03/2020.

### 4. Risk Management System

Our strategic focus on the Infrastructure sector and the high growth trajectory exposes the Company to a variety of risks. The Company is exposed to different types of risks such as credit risk, market risk (including liquidity risk, interest rate risk and foreign exchange risk), operational risk and legal risk.

The Company's aim is to ensure that we proactively understand measure and monitor the various risks and develop and implement appropriate risk treatment plans to deal with them by establishing a suitable balance between harnessing opportunities and containing risks.

Infrastructure projects are highly capital intensive, and such run the risks of:

- Longer development period than planned due to delay in statutory clearances, delayed supply of equipment or non-availability of land, non-availability of skilled manpower, etc.
- Financial and Infrastructural bottlenecks.
- Execution delay and performance risk and
- Cost over-run

### 5. Internal Control Systems & Their Adequacy

PBA has an adequate system of internal control to ensure that the resources of the Company are used efficiently and effectively, all assets are safeguarded and protected against loss from unauthorized use of disposition and the transactions are authorized, recorded and reported correctly, financial and other data are reliable for preparing financial information and other data and for maintaining accountability of assets. The internal control is supplemented by extensive programme of internal audits, review by management, documented policies, guidelines and procedures.

### 6. Outlook

PBA is committed to face the challenges by virtue of its strengthened business model and motivated personnel. We are confident of leveraging global opportunities, while adhering to our cherished mission, vision and values.

### 7. Social Commitment

PBA believes that business success is not an end in itself; rather it is means to achieve higher socio-economic goals. The Company is committed to its stakeholders to conduct its business in a responsible manner.

Management's commitment, work ethics and business processes at Company encourages all its employees and other participants to ensure a positive impact and its commitment towards corporate social responsibility.

### Cautionary Statement

Statements in this Management Discussion and analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the infrastructure sector, significant changes in political and economic environment in India, exchange rate fluctuations, tax laws, litigations, labour relations and interest costs.

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
M/s PBA Infrastructure Limited.

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying financial statements of M/s. PBA Infrastructure Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the 12 months period ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs(financial position) of the Company as at 31<sup>st</sup> March 2020 and its profit and loss (financial performance including other comprehensive income), its cash flows and changes in equity for the 12 months ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statement section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

**Complexities arising from COVID 19 on the verification aspects of the financial statements -**

The opinion expressed in the present report is based mainly on the information, facts and input data made available to us through electronic means by the management. We wish to highlight that due to COVID - 2019 induced restrictions on physical movement and strict timelines and the fact that place of business falls under Red Zone for lockdown implementation and there were constraints on actually visiting the place of business for verification. Hence, as regards audit for the last quarter, we were unable to visit the office had to rely on information provided to us digitally for conduct of audit procedures. Besides, the Company being an EPC contractor has been impacted on account of the imposed lockdown by the GOI and the pandemic caused globally, the effect of which shall be seen in the current fiscal year.

#### Emphasis of Matter

- a) Loan Statements pertaining to certain current/cash credit/term loan accounts loans from banks & financial institutions have not been received, hence not reconciled with the books of accounts. Hence, to that effect, in any, of such pending reconciliation, of financial statements remain unascertained. Lead Bank under consortium has approached CMM Court to take physical possession of the various secured assets against total consortium sanctioned / overdue limit of Rs.417.51 crores under SARFAESI Act 2002. The Company has also received notice of physical possession of various secured assets. Company has proposed One Time Settlement with the Banks in December 2017 and has further improved the offer to Rs.150 crores in August 2018. Since the loan is NPA in the books of the Banks / FI's, interest on these loans is not provided in the fiscal year 2019- 20.
- b) There were / are defaults in repayment of its Public Deposits and Inter Corporate Deposits on maturity and payment of interest thereon for the past few years with repayment being delayed.
- c) There are arbitration proceedings / legal cases against by / the Company which may result in Compensation / interest / penalties.
- d) Fixed Asset register is under compilation to have proper records showing full particulars, including quantitative details and situation of property, plant and equipment. Company to have a regular program of physical verification of its fixed assets, periodically.

## PBA INFRASTRUCTURE LIMITED

- e) Company follows accounting practice of recognizing revenue on the basis percentage completion method. Company being an EPC contractor raises claims / arbitration money with employers / Customers for the delay on obtaining approvals, cost escalation, etc. As per Company policy, though the claims are raised for the actual loss incurred by the Company (SOC), the same is recognized in the books at realizable value determined by the internal team of the Company. Though, these claims are not acknowledged by the employer / Customer, the same being intangible in nature is being classified as work in progress. The said claims though classified under WIP (Current Asset) are subject to uncertainty as to recoverability. Unbilled work in progress of Rs.116 crores and trade receivables amounting to Rs.46.87 crores as on 31<sup>st</sup> March 2020 which represent various claims raised in the earlier years in respect of projects substantially closed or suspended and where the claims are currently under negotiations. Based on discussions with employers / customers, arbitrations, litigations and on legal opinion / past experience with respect to such claims, management is of the view that the aforementioned balances are fully recoverable.
- f) Due to aforesaid reasons, the existence of a material uncertainty that may cast apprehension about the Company's ability to function as a going concern. However, the financial statements of the Company have been prepared on a going concern basis & do not include any adjustments that might result from the outcome of this uncertainty.
- g) Equity Shares of the Company are still under suspension w.e.f. 09.04.2019 as per BSE notice dated 18.03.2019 vide No.20190318141 and NSE letter dated 05.04.2019 vide No. NSE/SOP/SUS/78387. Further, the Company had received show cause notice on account of suspension of shares from NSE dated 27th November 2019 for which Company had replied vide their letter dated 5.12.2019. The entire penalties as per the said letters has been paid in July 2020 by the Company as per the notices & necessary action for revocation of suspension of Trading of securities needs to be taken by the Company and Exchange.

### Information other than the Financial Statements and Auditor's Report thereon.

The Company's Board of Directors is responsible for the other information. The other information comprises the

information included in the Annual report, but does not include the Financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### Responsibility of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the state of affairs (financial position), profit and loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either



intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements.**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the

Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by section 197 (16) of the Act, we report that the Company has paid remuneration to its Director's during the 12 months period ended 31<sup>st</sup> March 2020 in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

## PBA INFRASTRUCTURE LIMITED

2. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

### Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements;
- b) Except for the possible effect of the matters described in the 'Emphasis of Matter' paragraph above, in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of changes in Equity dealt with by this report are in agreement with the books of account;
- d) Except for possible effect of the matters described in the 'Emphasis of Matter' paragraph above, in our opinion, the aforesaid Ind-AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended
- e) On the basis of written representations received from the Directors as on 31<sup>st</sup> March 2020 taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March 2020 from being appointed as a director in terms of Section 164(2) of the Act; and
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the Rule 11 of Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our

information and according to the explanation given to us:

- i. Company has disclosed the impact of pending litigations on its financial position in its financial statements, Refer Note No.A-25 to the financial statements;
- ii. Company did not have any Long term contract including derivatives contract as such the question of commenting on any material foreseeable losses thereon does not arise.
- iii. There has been no delay in transferring amount required to be transferred, to the Investor Education and Protection Fund by the Company.

For R V Luharuka & Co LLP  
Chartered Accountants  
FRN No. 105662W / W100174R

Ramesh Luharuka  
Partner

Place: Mumbai  
Dated: 31<sup>st</sup> July 2020

Membership No: 031765

### Annexure I to the Independent Auditor's Report of even date to the members of PBA Infrastructure Ltd., on the financial statements for the twelve months period ended 31<sup>st</sup> March 2020.

Referred to in Paragraph 2 under the heading 'Report on Other Legal & Regulatory Requirements' of our report of even date to the financial statement of the Company for the year ended March 31, 2020, Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i. In respect of the Company's fixed assets
  - a. Company has not been maintaining proper records showing full particulars, including quantitative details and situation of property; plant and equipment.
  - b. Company does not have a regular program of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance, certain fixed assets

- wherein projects have been completed are not identifiable; hence discrepancies exist. In our opinions, this periodicity of physical verification needs to be reasonable having regard to the size of the Company and the nature of its assets.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.
- ii. In respect of the Company's Inventory
- a. As explained to us, the inventories have been physically verified during the year by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable.
- b. Company follows accounting practice of recognizing revenue under IndAS-11 on the basis percentage completion method. The Company being an EPC contractor raises claims / arbitration money with employers/ Customers with regard to delay on obtaining approvals, cost escalation, etc. As per Company policy, though the claim may be raised for the actual loss incurred by the Company on account of delay with respect to the employer/customer, the same is recognized in the books depending upon the realizable value of the same which is determined by the internal team of the Company. Though, these claims are not acknowledged by the employer / debtor, the same being intangible in nature is being classified as WIP by the Company. As on 31<sup>st</sup> March 2020, WIP includes claims of Rs.116.00 crores.
- iii. Company has not granted any loan, secured or unsecured to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, the provisions of Clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v. Company has accepted deposits from the public in previous years. Company has generally complied with the provisions of directives issued by Reserve Bank of India and the provisions of Section 73 to 76 of the Companies Act, 2013 and rules framed there under except filing of Return of Deposit with Registrar of Companies and default in payment of Interest and principal on maturity. As per the information and explanation given to us, no order under the aforesaid sections have been passed by the Company Law Board, National Company Law Tribunal, or Reserve Bank of India, or any Court, or any other tribunal on the Company. Presently, Company has been making interest and principal payment towards public deposits to individuals who have initiated legal action.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Companies (Cost records and audit) Rules 2014 and as prescribed by the Central Government under section 148(1) of the Act and are of the opinion that prima-facie, the prescribed accounts and cost records have been made and maintained by the Company. We have not however made a detailed examination of the cost records with a view to determining whether they are accurate or complete.
- vii. According to the information and explanations given to us:-
- a. Undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of excise, duty of customs, Value Added Tax, Goods & Service Tax, cess have generally been regularly deposited to the appropriate authorities except for the following which were in arrears as at 31<sup>st</sup> March 2020 for a period of more than six months from the date they became payable:-

Particulars	Amount (In Lakhs)
Entry Tax	4.53
Profession	1.21
TDS	18.68
GST	76.36
Provident Fund Payable	1.24

## PBA INFRASTRUCTURE LIMITED

- b. There are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute. However, the following dues of income tax, sales tax, service tax and value added tax have been disputed by the Company:-

Name of the Statute	Nature of dues	Amount (In Lakhs)	Forum where dispute is pending
MVAT Act	Tax & Penalty	5392.93	Appellate Authority VAT Mumbai
Rajasthan Entry Tax	Tax & Penalty	325.00	High Court
Income Tax	Tax	119.90	CIT (A), Mumbai
Gujarath VAT	Tax & Penalty	10.91	Appellate Authority VAT Ahmedabad

- viii. In our opinion and according to the information and explanations given to us, the Company has defaulted in the repayment of dues to financial institutions and banks. The details of such default are given below. There are no loans or borrowings payable to Government and debenture holders.

### Long Term Borrowings

(Amount in Rs.)

Sr. No	Name of Bank	Total Default Amount (including Principal and Interest)	Continuing Default Period
1	Royal Bank of Scotland	970,000	Sep-12
2	Shriram Equipment Finance Ltd	21,899,393	Since Jan-14

### Short Term Borrowings

(Amount in Rs.)

Sr. No	Name of Bank	Total Default Amount (including Principal and Interest)	Continuing Default Period
1	Canara Bank -LTL-1(CDR)	334,006,784	Since April 13
2	Canara Bank -CC	906,755,675	Since ,June,2013
3	Canara Bank FITL	61,160,587	Since April 2013
4	Canara Bank -LTL-II (CDR)	430,525,168	Since April 2013
5	Canara Bank-BG Invoked	700,440,142	Since July,2013
6	Canara Bank-EMD	152,981,004	Since , April 2013
7	KarurVysya Bank -FITL	3,504,739	Since Dec-14
8	KarurVysya Bank-CC	136,841,773	Since Nove,2014
9	KarurVysya Bank-CDR	64,454,165	Since Oct,14
10	Punjab & Sind Bank -CC	197,815,748	Since Sept,2015
11	State Bank of India -FITL	3,460,643	Since June,14
12	State Bank of India -BG	116,013,986	Since Sept,2017
13	State Bank of India a-CC	148,541,444	Since Jan,2014
14	State Bank of India-CDR	48,640,729	Since June,14
15	Union Bank -FITL-I	4,899,361	Since March14
16	Union Bank -FITL-II	770,053	Since April 14
17	Union Bank -LTL-I ( CDR)	72,781,487	Since Oct-13
18	Union Bank -LTL-II ( CDR	11,311,470	Since July,13
19	Union Bank of India -EMD	21,690,816	Since , April 2013
20	Union Bank of India -OD	198,335,200	Since ,March 2014
21	Union Bank of India-BG Invoked	193,588,568	Since ,March 2014
22	Union Bank of India-CC	17,725,991	Since Jan,2014

- ix. According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company and hence not commented upon.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Notes to Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

- xvi. In our opinion and according to the information given to us, the company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For R V Luharuka & Co LLP  
Chartered Accountants  
FRN No. 105662W / W100174R

Ramesh Luharuka  
Partner

Place: Mumbai  
Dated: 31<sup>st</sup> July 2020

Membership No: 031765

**Annexure II to the Independent Auditor's Report of even date to the members of PBA Infrastructure Limited on the financial statements for the 12 months period ended on 31<sup>st</sup> March 2020**

Referred to in paragraph 2(g) under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2020.

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of M/s. PBA Infrastructure Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records,

## PBA INFRASTRUCTURE LIMITED

and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies

and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R V Luharuka & Co LLP  
Chartered Accountants  
FRN No. 105662W / W100174R

Ramesh Luharuka  
Partner

Place: Mumbai  
Dated: 31<sup>st</sup> July 2020

Membership No: 031765

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2020**

(Amount in ₹)

PARTICULARS	Note No.	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
Property, Plant and Equipment	A-1	44,26,02,440	49,07,59,320	53,77,20,423
<b>Financial Assets</b>				
- Investment	A-2	28,67,61,050	28,67,61,050	28,67,51,000
- Trade Receivable	A-3	1,08,83,42,041	98,60,34,133	88,82,34,452
- Loan & Advances	A-4	90,75,14,634	91,46,18,119	85,05,56,702
- Other Financial Assets	A-5	16,65,54,016	14,01,41,586	14,24,10,122
Advance Income Tax (net)	A-6	14,43,37,338	13,46,57,587	20,14,30,364
<b>TOTAL NON CURRENT ASSETS</b>		<b>3,03,61,11,519</b>	<b>2,95,29,71,795</b>	<b>2,90,71,03,063</b>
<b>Current Assets</b>				
<b>Inventories</b>	A-8	1,60,31,42,829	1,47,93,65,842	1,29,11,56,673
<b>Financial Assets</b>				
- Trade Receivable	A-3	14,75,23,389	32,02,51,936	99,25,08,333
- Cash and Cash Equivalents	A-9	7,67,86,688	5,82,17,301	5,06,83,372
- Other Financial Assets	A-5	17,15,749	12,02,761	62,03,720
Other Current Assets	A-7	7,37,47,958	11,22,27,837	8,57,42,780
<b>Total Current Assets</b>		<b>1,90,29,16,613</b>	<b>1,97,12,65,677</b>	<b>2,42,62,94,878</b>
<b>TOTAL ASSETS</b>		<b>4,93,90,28,132</b>	<b>4,92,42,37,472</b>	<b>5,33,33,97,941</b>
<b>EQUITY AND LIBALITIES</b>				
<b>Equity</b>				
Equity Share Capital	A-10	13,50,05,620	13,50,05,620	13,50,05,620
Other Equity		21,23,681	(3,06,96,798)	(10,09,16,264)
<b>TOTAL EQUITY</b>		<b>13,71,29,301</b>	<b>10,43,08,822</b>	<b>3,40,89,356</b>
<b>LIABILITIES</b>				
<b>Non -Current Liabilities</b>				
<b>Borrowings</b>	A-11	51,51,00,984	52,34,84,122	39,63,14,975
Deferred tax liabilities (Net)	A-12	(1,47,78,115)	1,29,59,077	3,71,41,735
Provision A-13		1,28,40,525	1,02,67,792	67,12,546
Other Non Current Liabilites	A-14	16,11,62,941	19,19,21,713	19,10,68,921
		<b>67,43,26,335</b>	<b>73,86,32,704</b>	<b>63,12,38,177</b>
<b>Current Liabilites</b>				
<b>Financial liabilities</b>				
Borrowing	A-11	3,86,66,16,501	3,84,29,69,470	4,07,98,37,583
Trade Payable	A-15	19,57,45,535	21,33,81,290	40,69,16,846
Provisions	A-13	78,12,113	69,25,112	1,20,16,873
Other Current Liabilities	A-14	5,73,98,347	1,80,20,074	16,92,99,106
		<b>4,12,75,72,496</b>	<b>4,08,12,95,946</b>	<b>4,66,80,70,408</b>
<b>TOTAL LIABILITES</b>		<b>4,80,18,98,831</b>	<b>4,81,99,28,650</b>	<b>5,29,93,08,585</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4,93,90,28,132</b>	<b>4,92,42,37,472</b>	<b>5,33,33,97,941</b>

In terms of our report attached  
For R V Luharuka & Co LLP  
Chartered Accountants  
FRN No. 105662W / W100174

For and behalf of the Board of Directors,

Ramesh Luharuka  
Partner  
M. No. 031765

Narain P. Belani  
Managing Director & CFO

Munish R. Wadhawan  
Whole Time Director

Place: Mumbai  
Date: 31-07-2020

Place: Mumbai  
Date: 31-07-2020

Swaminath Jaiswar  
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31<sup>ST</sup>, 2020

(Amount in ₹)

PARTICULARS	Note No.	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
<b>Income :</b>				
I. Revenue from operations	A-16	44,40,21,996	85,07,62,563	1,12,95,63,445
II. Other income	A-17	4,43,35,370	12,24,64,396	6,17,46,435
III. Total Revenue		<b>48,83,57,366</b>	<b>97,32,26,959</b>	<b>1,19,13,09,880</b>
<b>IV. Expenses:</b>				
Contract Expenses	A-18	49,12,12,739	91,41,48,702	1,07,10,87,753
Change in Inventories / Work in progress	A-19	(12,37,76,987)	(18,82,09,169)	(7,38,91,711)
Employee benefits Expenses	A-20	4,97,15,042	6,32,94,782	5,75,40,296
Finance costs	A-21	71,82,853	2,53,87,929	47,34,78,708
Depreciation and amortization expense	A-1	4,81,56,880	4,81,88,305	4,82,97,942
Other expenses	A-22	2,61,99,906	4,26,63,151	3,15,62,090
<b>Total expenses</b>		<b>49,86,90,433</b>	<b>90,54,73,700</b>	<b>1,60,80,75,078</b>
V. Profit/ Loss before Tax		(1,03,33,067)	6,77,53,259	(41,67,65,198)
Exception Item		(1,95,62,894)	-	-
<b>Profit/ Loss before Tax after Exception Items</b>		<b>92,29,827</b>	<b>6,77,53,259</b>	<b>(41,67,65,198)</b>
VI Tax expense:				
Current tax		26,80,000	3,01,00,000	1,46,69,413
Deferred tax		(2,77,37,193)	(2,41,82,658)	(2,33,88,216)
VII Profit/ Loss after Tax		<b>3,42,87,020</b>	<b>6,18,35,917</b>	<b>(40,80,46,395)</b>
VIII Profit / (Loss) for the period (A)		<b>3,42,87,020</b>	<b>6,18,35,917</b>	<b>(40,80,46,395)</b>
<b>Other comprehensive income (OCI)</b>				
Items that will not be reclassified subsequently to profit or loss				
Profit on fair value of defined benefit plans as per actuarial valuation	A - 29	(14,66,541)	83,83,595	85,61,968
Tax effect on above		-	-	(28,30,587)
<b>Other comprehensive Profit for the year, net of tax (B)</b>		<b>(14,66,541)</b>	<b>83,83,595</b>	<b>57,31,381</b>
IX Total comprehensive income for the year, net of tax (A+B)		<b>3,28,20,479</b>	<b>7,02,19,512</b>	<b>(40,23,15,014)</b>
X Earnings per equity share of nominal value Rs.10 each	A - 24	2.43	5.20	(29.80)
Basic and diluted (in Rs.)		2.43	5.20	(29.80)

Notes 1 to 32 form the accompanying notes are an integral part of the Financial Statement

In terms of our report attached

For R V Luharuka &amp; Co LLP

Chartered Accountants

FRN No. 105662W / W100174

Ramesh Luharuka

Partner

M. No. 031765

Place: Mumbai

Date: 31-07-2020

For and behalf of the Board of Directors,

Narain P. Belani

Managing Director &amp; CFO

Munish R. Wadhawan

Whole Time Director

Place: Mumbai

Date: 31-07-2020

Swaminath Jaiswar

Company Secretary



Cash flow statement for the year ended 31<sup>st</sup> March, 2020

Amount (in ₹)

Particulars	March 31, 2020		March 31, 2019	
	₹	₹	₹	₹
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		77,63,287		7,61,36,855
Adjustments for:				
Depreciation and amortisation	4,81,56,880		4,81,88,305	
Finance costs	71,82,853		2,53,87,929	
Interest income	(16,45,491)		(10,84,42,200)	
Dividend income	(400)		(292)	
Difference in opening/closing	-		(46)	
Net (gain) / loss on sale of fixed assets	-	5,36,93,842	-	(3,48,66,304)
Operating profit / (loss) before working capital changes		<b>6,14,57,129</b>		<b>4,12,70,551</b>
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(12,37,76,987)		(18,82,09,169)	
Trade receivables	17,27,28,547		67,22,56,397	
Short-term loans and advances	(5,12,988)		50,00,959	
Long-term loans and advances	(10,48,84,174)		(9,50,88,321)	
Other non-current assets	(2,64,12,430)		22,68,536	
Other current assets	3,84,79,879		(2,64,85,057)	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	(1,76,35,755)		(19,35,35,556)	
Other current liabilities	3,93,78,273		(15,12,79,032)	
Other long term liabilities	(3,07,58,772)		8,52,792	
Short-term provisions	8,87,001		(50,91,761)	
Long-term provisions	25,72,733	(4,99,34,673)	35,55,246	2,42,45,034
Cash generated from operations		1,15,22,456		6,55,15,585
Net income tax (paid) / refunds		(26,80,000)		(3,01,00,000)
Net cash flow from / (used in) operating activities (A)		<b>88,42,456</b>		<b>3,54,15,585</b>
<b>B. Cash flow from investing activities</b>				
Proceeds from sale of fixed assets, including capital advances	-		(12,27,203)	
Bank balances not considered as Cash and cash equivalents	(1,94,22,023)		1,44,01,121	
Interest received	16,45,491		10,84,42,200	
Dividend received	400		292	
Proceeds from sale of Investments	-	(1,77,76,132)	(10,050)	12,16,06,360
Net cash flow from / (used in) investing activities (B)		<b>(1,77,76,132)</b>		<b>12,16,06,360</b>

## PBA INFRASTRUCTURE LIMITED

### Cash flow statement cnt'd.....

Amount (in ₹)

Particulars	March 31, 2020		March 31, 2019	
	₹	₹	₹	₹
<b>C. Cash flow from financing activities</b>				
Proceeds from long-term borrowings	(83,83,138)		12,71,69,147	
Proceeds from other short-term borrowings	2,36,47,031		(23,68,68,113)	
Finance cost	(71,82,853)		(2,53,87,929)	
		80,81,040		(13,50,86,895)
Net cash flow from / (used in) financing activities (C)		80,81,040		(13,50,86,895)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(8,52,636)		2,19,35,050
Cash and cash equivalents at the beginning of the year		2,34,31,703		14,96,653
Cash and cash equivalents at the end of the year		2,25,79,067		2,34,31,703
Cash and cash equivalents at the end of the year Comprises:				
(a) Cash on hand-		8,56,433		8,56,006
(b) Balances with banks				
(i) In current accounts		2,17,22,634		2,25,75,697
(ii) In earmarked accounts (unpaid dividend)		-		
Total		2,25,79,067		2,34,31,703

Notes 1 to 32 form the accompanying notes are an integral part of the Financial Statement

In terms of our report attached  
For R V Luharuka & Co LLP  
Chartered Accountants  
FRN No. 105662W / W100174

**Ramesh Luharuka**  
Partner  
M. No. 031765

Place: Mumbai  
Date: 31-07-2020

For and behalf of the Board of Directors,

**Narain P. Belani**  
Managing Director & CFO

Place: Mumbai  
Date: 31-07-2020

**Munish R. Wadhawan**  
Whole Time Director

**Swaminath Jaiswar**  
Company Secretary

**Standalone Statement of Changes in Equity**

**(a) Equity share capital**

Particulars	Number of Share	Amount/₹
Equity Share of Rs.10 each issued, subscribed and Paid		
Balance as at 1 April 2018	1,35,00,562	13,50,05,620
Changes in equity share capital during 2018-19	-	-
<b>Balance as at the 31st March 2019</b>	<b>1,35,00,562</b>	<b>13,50,05,620</b>
Changes in equity share capital during 2019-20	-	-
<b>Balance as at the 31st March 2020</b>	<b>1,35,00,562</b>	<b>13,50,05,620</b>

**(b) Other Equity**

Particulars	Reserve and Surplus			Other Comprehensive income	Total Equity attributable to equity holders
	Securities Premium reserve	General Reserve	Retained Earnings	Loss on fair value of defined benefit plans	
Balance at 1 April 2017	26,64,12,900	3,13,17,670	20,00,000	16,68,180	30,13,98,750
Profit for the year	-	(39,37,53,046)	-	-	(39,37,53,046)
Other comprehensive income	-	-	-	(85,61,968)	(85,61,968)
<b>Total comprehensive income</b>	-	-	-	-	-
<b>Total contributions by and distributions to owners</b>	-	-	-	-	-
<b>Balance at 31 March 2018</b>	<b>26,64,12,900</b>	<b>(36,24,35,376)</b>	<b>20,00,000</b>	<b>(68,93,788)</b>	<b>(10,09,16,264)</b>
Profit for the year	-	6,18,35,917	-	-	6,18,35,917
Other comprehensive income	-	-	-	83,83,548	83,83,548
<b>Total comprehensive income</b>	-	-	-	-	-
<b>Total contributions by and distributions to owners</b>	-	-	-	-	-
<b>Balance at 31 March 2019</b>	<b>26,64,12,900</b>	<b>(30,05,99,458)</b>	<b>20,00,000</b>	<b>14,89,760</b>	<b>(3,06,96,798)</b>
Profit for the year	-	3,42,87,021	-	-	3,42,87,021
Other comprehensive income	-	-	-	(14,66,541)	(14,66,541)
<b>Total comprehensive income</b>	-	-	-	-	-
<b>Total contributions by and distributions to owners</b>	-	-	-	-	-
<b>Balance at 31 March 2020</b>	<b>26,64,12,900</b>	<b>(26,63,12,437)</b>	<b>20,00,000</b>	<b>23,219</b>	<b>21,23,682</b>

**Nature and purposes of Reserve**

**Loss on fair value of defined benefit plans**

The Company has recognised remeasurement loss (net of tax) on defined benefits plans in OCI. These changes are accumulated within the OCI reserve within other equity.

Notes 1 to 32 form an integral part of the standalone financial statement.

This is the Balance sheet referred to in our audit report of even date.

In terms of our report attached

For and behalf of the Board of Directors,

For R V Luharuka & Co LLP  
Chartered Accountants  
FRN No. 105662W / W100174

Ramesh Luharuka  
Partner  
M. No. 031765

Narain P. Belani  
Managing Director & CFO

Munish R. Wadhawan  
Whole Time Director

Place: Mumbai  
Date: 31<sup>st</sup> July, 2020

Place: Mumbai  
Date: 31<sup>st</sup> July, 2020

Swaminath Jaiswar  
Company Secretary

**Note - PART- B**

**Summary of significant accounting policies and other explanatory information to the financial statements as at and for the year ended 31<sup>st</sup> March 2020.**

**Note 1 - Corporate Information**

PBA Infrastructure Limited (the Company) is a public company domiciled in India and was incorporated in the year 1974 under the provisions of erstwhile Companies Act, 1956. The Company having CIN L45200MH1974PLC017653, is engaged in execution of contracts of various infrastructure projects including road work, bridge work and irrigation projects. The activities of the Company comprise only one business segment viz. Construction & Engineering. Its shares are listed on two stock exchanges in India viz. Bombay Stock Exchange Limited (BSE) and National Stock Exchange Limited (NSE). The Registered Office of the Company is located at No. 611/ 3, V. N. Purav Marg, Chembur, Mumbai - 400074, India. Trading of Securities of the Company was suspended w.e.f. 9th April, 2019.

The standalone financial statements ('the financial statements') of the Company for the 12 months ended on 31<sup>st</sup> March 2020, were authorized for issue in accordance with a resolution of the Board of Directors on 31<sup>st</sup> July 2020.

**Note 2- Significant Accounting Polices**

**1. Basis of Preparation**

The financial statements of the Company have been prepared to comply in all material respects with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013, (the Act) read with Companies (Indian Accounting Standards) Rules as amended from time to time.

The financial statements for all period's upto and including year ended 31st March 2017 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006 notified under Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) ("previous GAAP").

The financial statements have been prepared under the historical cost convention, with the exception of certain financial assets and liabilities which have been measured at fair value, on an accrual basis of accounting.

**2. Operating cycle for current and non-current classification:**

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Act. Operating cycle for the business activities of the Company covers the duration of the project/ contract/ service including the defect liability period, wherever applicable, and extends up to the realization of receivables (including retention monies) within the credit period normally applicable to the respective project.

**3. Going Concern**

Financial Statement are prepared on a going concerned basis as intended by management based on material certainty to related to going concern.

**4. Covid-19**

Due to uncertainty regarding the duration and extent of the Corona Virus Outbreak in March, 2020 declared by the Central Government and State Government, Company cannot fully estimates the finally impact from the Virus which could be material last quarter of the year and subsequently.

**5. Accounting Estimates**

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

**6. Key accounting estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within

the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**a. Contract Estimates**

The Company, being a part of construction industry, prepares budgets in respect of each project to compute project profitability. The two major components of contract estimate are 'claims arising during construction period' and 'budgeted costs to complete the contract'. While estimating these components various assumptions are considered by the management such as (i) Work will be executed in the manner expected so that the project is completed timely (ii) consumption norms will remain same (iii) Wastage will not exceed the normal % as determined etc. (iv) Estimates for contingencies (v) There will be no change in design and the geological factors will be same as communicated; and (vi) Price escalations etc. Due to such complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**b. Recoverability of claims**

The Company has claims in respect of cost over-run arising due to client caused delays, suspension of projects, deviation in design and change in scope of work etc., which are at various stages of negotiation/discussion with the clients or under arbitration. The realisability of these claims are estimated based on contractual terms, historical experience with similar claims as well as legal opinion obtained from internal and/or external experts, wherever necessary. Changes in facts of the case or the legal framework may impact realisability of these claims.

**c. Defined benefit plans**

The cost and present value of the gratuity obligation and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**Property, Plant and Equipment**

All items of property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. The Company follows cost model for subsequent measurement for all classes and items of property, plant and equipment. Subsequent costs are included in the carrying amount of asset or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred. Gains or losses arising on retirement or disposal of assets are recognized in the Profit or Loss. Spare parts, stand-by equipment and servicing equipment are recognized as property, plant and equipment if they meet the definition of property, plant and equipment.

Depreciation on Tangible Fixed Assets is provided on Straight Line Method on the basis of useful life of assets specified in Part C of Schedule II of the Companies Act, 2013. Property, plant and equipment which are added / disposed off during the year, depreciation is provided on pro-rata basis with reference to the month of addition / deletion. Gains and losses on disposals are determined by comparing the proceeds with the carrying method.

The residual values are not more than 5% of the original cost of the asset. The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each Financial year end and any changes there-in are considered as change in estimate and accounted prospectively.

**Impairment of Assets**

Testing of impairment by the Management is predominantly based on the earning realization from construction equipment's, machinery, rollers & Trucks etc. under Corona Virus Lockdown.

## PBA INFRASTRUCTURE LIMITED

### Depreciation and amortisation

Depreciation is provided for property, plant and equipment so as to expense the cost less residual value over their estimated useful lives on a straight line basis. The estimated useful lives are as mentioned below:

Asset category	Useful life (in years)	Basis of determination of useful lives <sup>^</sup>
Office Flats	5 Years	Assessed to be in line with Schedule II to the Act.
Plant and equipment (including tools and equipment)	15 Years	Based on technical evaluation by management's expert
Vehicles	10 Years	Assessed to be in line with Schedule II to the Act.
Office equipment	5 Years	Assessed to be in line with Schedule II to the Act.
Furniture and fixtures	10 Years	Assessed to be in line with Schedule II to to the Act.
Computers	3 Years	Assessed to be in line with Schedule II to the to the Act.

Useful lives of asset classes determined by management estimate, which are generally higher than those prescribed under Schedule II to the Act and are supported by the internal technical assessment of useful lives. The estimated useful life and residual values are reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Depreciation on additions is provided on a pro-rata basis, from the date on which asset is ready to use. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are accounted in the Statement of Profit and Loss under Other income and Other expenses.

### Inventories

Inventories are carried in the balance sheet as follows:

#### (a) Raw materials, components, stores and spares

Raw materials, components, stores and spares are valued at lower of cost or net realisable value. Cost is determined on a FIFO basis and comprises the purchase price including duties and taxes (other than those subsequently recoverable by the Company from the taxing authorities). Net realisable value is the estimated selling price in the ordinary course of business, less than estimated cost necessary to make the sale.

#### (b) Contract Work-in-progress

Costs incurred that relate to future activities on the contract are recognised as contract work-in-progress. Contract work-in progress comprises of construction cost and other directly attributable overhead valued at cost.

The cost of inventories including unawarded claims have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. Goods and materials in transit are valued at actual cost incurred upto the date of Balance Sheet.

### Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### Statement of Cash Flows

Cash Flows are reported using the "indirect method", whereby Loss for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or Financing cash Flows. The cash Flows from operating, investing and financing activities of the Company are segregated.

### Sundry Debtors / Loans and Advances:

Sundry Debtors including awarded claims / Loans and Advances are stated net of provision for identified doubtful debts/advances wherever necessary. Sundry Debtors and Loans and Advances has been taken at reconciled amount for the parties from which the balance confirmation was received and for the rest Debtors and balances are taken as per book balance and are subject to adjustment and reconciliation, if any which will be done on receipts of confirmation from such parties. In the opinion of the management on which we have placed reliance, substantial

part of debtors are outstanding for a period exceeding six months and they are subject to arbitration and other reconciliatory proceedings, the outcome and quantum of which is not ascertainable and determined; subject to reconciliations referred to above, the debtors and Loans and advances to the extent as stated are considered good in the Balance Sheet.

#### **Investments:**

The Investments that are readily realizable and intended to be held for not more than a year from the Balance Sheet date are classified as current investments. All other investments are classified as non-current investments

On initial recognition, all investments are recognized at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried at the lower of cost and quoted/fair value, computed category wise. Long term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

#### **Revenue Recognition:**

##### **Contract Revenue**

The Company follows the percentage completion method, based on the stage of completion at the Balance Sheet date, taking into account the contractual price and revision thereto by estimating total revenue including claims/ variations , Construction Contracts, and total cost till completion of the contract and the profit so determined proportionate to the percentage of the actual work done.

Advance received from contractee for which no services are rendered are presented as mobilisation advance. .The total costs of contract are estimated by Company and are based on technical and other estimates and experience gain.

The Company's claim for extra work and escalation in rates relating to execution of contracts are accounted as income in the year of receipt of arbitration award or acceptance by client or evidence of acceptance received.

##### **Contract Receipts - Sub-Contract Revenue**

Proportionate Consolidation method of accounting and reporting is followed in respect of Joint venture entered into by the Company. The Income from such joint venture is recognized proportionately, in the profit sharing ratio, and on the basis of Bills submitted, certified and sanctioned by the appropriate authorities. The actual expenses for such Project in Joint Venture are also accounted on the basis of the Profit sharing ratio for the consolidation purposes.

##### **Accounting for Claims**

Amounts recoverable in respect of the price and other escalation, bonus claims adjudication and variation in contract work required for performance of the contract to the extent that it is probable that they will result in revenue. The same is unbilled and is accounted as work in progress and in debtors for which arbitration proceedings are initiated.

##### **Other Income**

- a. Interest income is recognized on a time proportion basis, by reference to the principal outstanding and the applicable Effective Interest Rate (EIR).

Other items of income are accounted as and when right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

##### **Post-Employment Benefits**

The company operates the following post-employment schemes:

- (a) Defined benefit plans and
- (b) Defined contribution plans

## PBA INFRASTRUCTURE LIMITED

### **Defined benefit plans - Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.

This cost is included in employee benefit expense in the statement of profit and loss. Measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

### **Defined contribution plans - Provident fund**

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

### **Short-term Benefits**

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered.

### **Earnings per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the Company and the weighted average number of shares outstanding for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

### **Income Taxes**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the period. Current and deferred taxes are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

### **Current tax**

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.



### **Deferred tax**

Deferred tax is determined by applying the balance sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### **Provisions, Contingent liabilities, Contingent assets and Commitments:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably.

Contingent assets are disclosed where an inflow of economic resources is probable.

### **Fair Value Measurement**

The Company measures financial instruments of certain investments at fair value, at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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For assets and liabilities that are recognised in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### **Financial instruments**

Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### **Financial assets**

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

### **Initial recognition and measurement**

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

### **Subsequent measurement**

After initial recognition, financial assets (other than investments in subsidiaries and joint ventures) are measured either at:

- i) fair value (either through other comprehensive income or through profit or loss) or,
- ii) amortized cost

### **Measured at amortized cost:**

Financial assets that are held within a business model whose objective is to hold Financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortized cost using the effective interest rate ('EIR') method less impairment, if any, the amortization of EIR and loss arising from impairment, if any is recognized in the Statement of Profit and Loss.

Measured at fair value through other comprehensive income (FVOCI):

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash Flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI) net of taxes.

On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 31<sup>st</sup> March 2016 as the value of its investments as the deemed cost of these investments on the date of transition.

### **De-recognition of Financial Assets**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset.

Reconciliation of equity as previously reported under previous GAAP to Ind AS

	Balance sheet as at 31 <sup>st</sup> March 2019			Balance sheet as at 31 <sup>st</sup> March 2018		
	Preious GAAP	Effects of transition to Ind AS	Ind AS	Preious GAAP	Effects of transition to Ind AS	Ind AS
<b>ASSETS</b>						
Non-Currrent Assets						
Property,Plant and Equipment	49,07,59,320	-	49,07,59,320	53,77,20,423	-	53,77,20,423
<b>Financial Assets</b>	-					
-Investment	28,67,61,050	-	28,67,61,050	28,67,51,000	-	28,67,51,000
-Trade Receivable	98,60,34,133	-	98,60,34,133	88,82,34,452	-	88,82,34,452
-Loan & Advances	91,46,18,119	-	91,46,18,119	45,49,18,489	-	45,49,18,489
-Other Financial Assets	14,01,41,586	-	14,01,41,586	14,24,10,122	-	14,24,10,122
Non Current Tax Assets (net)	13,46,57,587	-	13,46,57,587	20,14,30,364	-	20,14,30,364
<b>Total Non Current Assets</b>	<b>2,95,29,71,795</b>	<b>-</b>	<b>2,95,29,71,795</b>	<b>2,51,14,64,850</b>	<b>-</b>	<b>2,51,14,64,850</b>
<b>Current Assets</b>						
Inventories	1,47,93,65,842	-	1,47,93,65,842	1,29,11,56,673	-	1,29,11,56,673
<b>Financial Assets</b>						
-Trade Receivable	32,02,51,936	-	32,02,51,936	99,25,08,333	-	99,25,08,333
-Cash and Cash Equivalents	5,82,17,301	-	5,82,17,301	5,06,83,372	-	5,06,83,372
-Other Finaical Assets	12,02,761	-	12,02,761	62,03,720	-	62,03,720
-Other Current Assets	11,22,27,837	-	11,22,27,837	26,09,86,711	-	26,09,86,711
<b>Total Current Assets</b>	<b>1,97,12,65,677</b>	<b>-</b>	<b>1,97,12,65,677</b>	<b>2,60,15,38,809</b>	<b>-</b>	<b>2,60,15,38,809</b>
<b>TOTAL ASSETS</b>	<b>4,92,42,37,472</b>	<b>-</b>	<b>4,92,42,37,472</b>	<b>5,11,30,03,659</b>	<b>-</b>	<b>5,11,30,03,659</b>
<b>EQUITY AND LIBAILITIES</b>						
Equity						
Equity Share Capital	13,50,05,620		13,50,05,620	13,50,05,620		13,50,05,620
Other Equity	(3,06,96,798)	83,83,595	(2,23,13,203)	(10,09,16,264)	85,61,968	(9,23,54,296)
<b>Total Equity</b>	<b>10,43,08,822</b>	<b>83,83,595</b>	<b>11,26,92,417</b>	<b>3,40,89,356</b>	<b>85,61,968</b>	<b>4,26,51,324</b>
<b>Liabilities</b>						
<b>Non -Current Liabilities</b>						
-Borrowings	52,34,84,122		52,34,84,122	39,63,14,975	-	39,63,14,975
Deferred tax liabilities (Net)	1,29,59,077		1,29,59,077	3,71,41,735	-	3,71,41,735
Long term Provision	1,02,67,792	(83,83,595)	18,84,197	67,12,546	(85,61,968)	(18,49,422)
Other Non Current Liabilites	19,19,21,713		19,19,21,713	19,10,68,921		19,10,68,921
	<b>73,86,32,704</b>	<b>(83,83,595)</b>	<b>73,02,49,109</b>	<b>63,12,38,177</b>	<b>(85,61,968)</b>	<b>62,26,76,209</b>
<b>Current Liabilites</b>						
Financial liabilities						
-Borrowing	3,84,29,69,470		3,84,29,69,470	4,07,98,37,583	-	4,07,98,37,583
-Trade Payable	21,33,81,290		21,33,81,290	40,69,16,846	-	40,69,16,846
Other Current Liabilities	1,80,20,074		1,80,20,074	16,92,99,106	-	16,92,99,106
Short Term Provisions	69,25,112		69,25,112	1,20,16,873	-	1,20,16,873
	<b>4,08,12,95,946</b>	<b>-</b>	<b>4,08,12,95,946</b>	<b>4,66,80,70,408</b>	<b>-</b>	<b>4,66,80,70,408</b>
<b>Total Liabilites</b>	<b>4,81,99,28,650</b>	<b>(83,83,595)</b>	<b>4,81,15,45,055</b>	<b>5,29,93,08,585</b>	<b>(85,61,968)</b>	<b>5,29,07,46,617</b>
<b>Total Equity and liabilities</b>	<b>4,92,42,37,472</b>	<b>-</b>	<b>4,92,42,37,472</b>	<b>5,33,33,97,941</b>	<b>-</b>	<b>5,33,33,97,941</b>

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### Reconciliation of equity as previously reported under previous GAAP to Ind AS

	Balance sheet as at 31 <sup>st</sup> March 2019			Balance sheet as at 31 <sup>st</sup> March 2018		
	Preious GAAP	Effects of transition to Ind AS	Ind AS	Preious GAAP	Effects of transition to Ind AS	Ind AS
I. Revenue from operations	85,07,62,563	-	85,07,62,563	1,12,95,63,445	-	1,12,95,63,445
II. Other income	12,24,64,396	-	12,24,64,396	6,17,46,435	-	6,17,46,435
III. Total Revenue (I + II)	<b>97,32,26,959</b>	-	<b>97,32,26,959</b>	<b>1,19,13,09,880</b>	-	<b>1,19,13,09,880</b>
IV. Expenses:						
Contract Expenses	91,41,48,702	-	91,41,48,702	1,07,10,87,753	-	1,07,10,87,753
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	(18,82,09,169)	-	(18,82,09,169)	(7,38,91,711)	-	(7,38,91,711)
Employee benefits Expenses	7,16,78,377	83,83,595	8,00,61,972	6,61,02,264	85,61,968	5,75,40,296
Finance costs	2,53,87,929	-	2,53,87,929	47,34,78,708	-	47,34,78,708
Depreciation and amortization expense	4,81,88,305	-	4,81,88,305	4,82,97,942	-	4,82,97,942
Other expenses	4,26,63,151	-	4,26,63,151	3,15,62,090	-	3,15,62,090
<b>Total expenses</b>	<b>91,38,57,295</b>	<b>83,83,595</b>	<b>92,22,40,890</b>	<b>1,61,66,37,046</b>	<b>85,61,968</b>	<b>1,60,80,75,078</b>
V. Loss before Tax (III-IV)	<b>5,93,69,664</b>	<b>83,83,595</b>	<b>6,77,53,259</b>	(42,53,27,166)	85,61,968	(41,67,65,198)
VI Tax expense:						
(1) Current tax	3,01,00,000	-	3,01,00,000	1,46,69,413	-	1,46,69,413
(2) Deferred tax	(2,41,82,658)	-	(2,41,82,658)	(2,33,88,216)	-	(2,33,88,216)
VII Loss after Tax	<b>5,34,52,322</b>	<b>83,83,595</b>	<b>6,18,35,917</b>	<b>(41,66,08,363)</b>	<b>85,61,968</b>	<b>(40,80,46,395)</b>
VIII Profit / (Loss) for the period (A)	<b>5,34,52,322</b>	<b>83,83,595</b>	<b>6,18,35,917</b>	<b>(41,66,08,363)</b>	<b>85,61,968</b>	<b>(40,80,46,395)</b>
Other comprehensive income (OCI)						
Items that will not be reclassified subsequently to profit or loss						
Tax Effect on above	-	-	-	(28,30,587)	-	(28,30,587)
Loss on fair value of defined benefit plans as per actuarial valuation	8383595	8383595	8383595	85,61,968	85,61,968	85,61,968
Other comprehensive Income for the year (B)	<b>8383595</b>	<b>8383595</b>	<b>8383595</b>	<b>57,31,381</b>	<b>85,61,968</b>	<b>57,31,381</b>
Total comprehensive income for the year,						
Net of tax (A+B)	<b>6,18,35,917</b>	<b>8383595</b>	<b>7,02,19,512</b>	<b>(41,08,76,982)</b>	<b>85,61,968</b>	<b>(40,23,15,014)</b>

**Note A1** **Property Plant & Equipment** **(Amount in Rs.)**

Particulars	Trucks / Dumpers	Rollers	Motor Cars/ Jeeps/ Scooters	Office Equipments	Shuttering Plates	Furniture	Computers	Lab Equipments	Machinery	Office Flats	Land	Shed	Total
GROSS BLOCK													
AS ON 31.03.2018	12,15,18,473	2,75,10,443	5,40,84,863	1,19,61,710	45,52,182	79,92,263	85,19,610	35,10,622	1,21,29,64,790	44,45,621	1,33,18,889	23,54,312	1,47,27,33,778
ADDITION	-	-	12,00,000	-	-	-	27,203	-	-	-	-	-	12,27,203
SALE/DIPOSED	-	-	-	-	-	-	-	-	-	-	-	-	-
AS ON 31.03.2019	12,15,18,473	2,75,10,443	5,52,84,863	1,19,61,710	45,52,182	79,92,263	85,46,813	35,10,622	1,21,29,64,790	44,45,621	1,33,18,889	23,54,312	1,47,39,60,981
ADDITION	-	-	-	-	-	-	-	-	-	-	-	-	-
SALE/DIPOSED	-	-	-	-	-	-	-	-	-	-	-	-	-
AS ON 31.03.2020	12,15,18,473	2,75,10,443	5,52,84,863	1,19,61,710	45,52,182	79,92,263	85,46,813	35,10,622	1,21,29,64,790	44,45,621	1,33,18,889	23,54,312	1,47,39,60,981
ACCUMULATED DEPRECIATION													
AS ON 31.03.2018	11,46,88,178	1,72,99,733	5,23,72,440	95,78,098	45,02,081	55,85,027	82,08,433	35,10,622	71,26,75,898	42,38,534	-	23,54,312	93,50,13,356
DEPRECIATION ON OPENING BAL	27,27,540	8,48,931	6,42,315	12,84,192	4,165	3,52,327	9,552	31,425	4,22,15,513	72,345	-	-	4,81,88,305
DEPRECIATION ON ADDITION	-	-	-	-	-	-	-	-	-	-	-	-	-
DELETION/SALES	-	-	-	-	-	-	-	-	-	-	-	-	-
AS ON 31.03.2019	11,74,15,718	1,81,48,664	5,30,14,755	1,08,62,290	45,06,246	59,37,354	82,17,985	35,42,047	75,48,91,411	43,10,879	-	23,54,312	98,32,01,661
DEPRECIATION ON OPENING BAL	27,27,540	8,48,931	6,42,315	12,84,192	4,165	3,52,327	9,552	-	4,22,15,513	72,345	-	-	4,81,56,880
DEPRECIATION ON ADDITION	-	-	-	-	-	-	-	-	-	-	-	-	-
DELETION/SALES	-	-	-	-	-	-	-	-	-	-	-	-	-
AS ON 31.03.2020	12,01,43,258	1,89,97,595	5,36,57,070	1,21,46,482	45,10,411	62,89,681	82,27,537	35,42,047	79,71,06,924	43,83,224	-	23,54,312	1,03,13,58,541
NET BLOCK													
AS ON 31.03.2020	13,75,215	85,12,848	16,27,793	(1,84,772)	41,771	17,02,582	3,19,276	(31,425)	41,58,57,866	62,397	1,33,18,889	-	44,26,02,440
AS ON 31.03.2019	41,02,755	93,61,779	22,70,108	10,99,420	45,936	20,54,909	3,28,828	(31,425)	45,80,73,379	1,34,742	1,33,18,889	-	49,07,59,320
AS ON 31.03.2018	68,30,295	1,02,10,710	17,12,423	23,83,612	50,101	24,07,236	3,11,177	-	50,02,88,892	2,07,087	1,33,18,889	-	53,77,20,423

## PBA INFRASTRUCTURE LIMITED

### Note : A-2 : Non-current Investments

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
<b>Investment valued at cost (Unquoted)</b>			
Investment in unincorporated entity	28,66,50,000	28,66,50,000	28,66,50,000
Other -Quoted Investment in Equity Share	21,000	21,000	21,000
National Saving Certificate	80,000	80,000	80,000
Other -Unquoted Share of Shri Gajanan Lokseva Sahakari Bank Maryadit	10,050	10,050	-
<b>Total</b>	<b>28,67,61,050</b>	<b>28,67,61,050</b>	<b>28,67,51,000</b>

#### Details :

##### Aggregate of Current investments :

i) National Saving Certificate			
ii) 600 No of Equity Share Canara Bank @35 each	21,000	21,000	21,000
ii) Market Value of investments 600 No of Equity Share Canara Bank @88.78 each	53,268	1,75,170	1,58,550
iii) Impairment allowances			

### Note : A-3 Trade Receivables

(Amount in ₹)

Unsecured, considered good unless stated otherwise	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
<b>Non - Current</b>			
Trade Receivables	1,08,83,42,041	98,60,34,133	88,82,34,452
<b>Total</b>	<b>1,08,83,42,041</b>	<b>98,60,34,133</b>	<b>88,82,34,452</b>
<b>Current -</b>			
<b>Trade Receivables</b>			
a) Outstanding for a period less than six months from the due date	10,88,01,852	21,36,26,482	84,07,28,193
b) Outstanding for a period exceeding six months from the due date	3,87,21,537	10,66,25,454	15,17,80,140
<b>Total</b>	<b>14,75,23,389</b>	<b>32,02,51,936</b>	<b>99,25,08,333</b>

\* The above debtors includes balances in the form of claims raised by the Company based on contractual obligations pending due to litigation/disputes subject to arbitration proceeding and to the authorities designated under arbitration clause under contract are subject to reconstruction, acceptances, crystallisation, negotiation, certifications, determination, and finalisation with principal employer/NHAI/Contractors etc.

Note : A-4 : Loans & Advances

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
<b>Unsecured, considered good unless stated otherwise Non Current</b>			
Project Mobilisation Advances	14,04,01,096	14,54,01,096	15,46,82,016
Retention Receivable	45,16,80,240	47,35,24,609	43,89,45,523
Withheld by Employers	3,59,08,784	2,94,07,193	2,58,05,161
Other Deposit	2,03,81,494	2,23,77,987	1,07,29,720
Balance with Government Authorities	25,91,43,020	24,39,07,234	22,03,94,282
<b>Total</b>	<b>90,75,14,634</b>	<b>91,46,18,119</b>	<b>85,05,56,702</b>
Break-up of security details			
Loans considered good - secured	-	-	-
Loans considered good - unsecured	90,75,14,634	91,46,18,119	85,05,56,702
Loans which have significant increase in credit risk			
Loans - Credit Impaired	-	-	-
<b>Total</b>	<b>90,75,14,634</b>	<b>91,46,18,119</b>	<b>85,05,56,702</b>
Loss Allowance	-	-	-
<b>Total</b>	<b>90,75,14,634</b>	<b>91,46,18,119</b>	<b>85,05,56,702</b>

Pending Long due to disputes litigation, arbitration, certification etc. and also subject to reconciliation and confirmations

Note : A-5 : Other Financial Assets

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
<b>Unsecured, considered good unless stated otherwise Non Current</b>			
Other Receivable	16,65,54,016	14,01,41,586	14,24,10,122
<b>Total</b>	<b>16,65,54,016</b>	<b>14,01,41,586</b>	<b>14,24,10,122</b>
<b>Current</b>			
Interest Receivable	17,15,749	12,02,761	62,03,720
<b>Total</b>	<b>17,15,749</b>	<b>12,02,761</b>	<b>62,03,720</b>

Note : A-6 : Income Tax Assets (Net)

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Advance Income tax (net of Provision)	14,43,37,338	13,46,57,587	20,14,30,364
<b>Net Income Tax Assets</b>	<b>14,43,37,338</b>	<b>13,46,57,587</b>	<b>20,14,30,364</b>

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### Note : A-7 : Other Current Assets

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Prepaid Expenses	33,33,397	37,05,404	1,30,000
Advance to Supplier	7,04,14,561	10,85,22,433	8,56,12,780
<b>Total Current Other Assets</b>	<b>7,37,47,958</b>	<b>11,22,27,837</b>	<b>8,57,42,780</b>

### Note : A-8 : Inventories

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Work-in-progress (Valued by Management)*	1,60,31,42,829	1,47,93,65,842	1,29,11,56,673
<b>Total</b>	<b>1,60,31,42,829</b>	<b>1,47,93,65,842</b>	<b>1,29,11,56,673</b>

\* Out of Rs.16031.42 lacs in Work in Progress, There are Claims for Rs.13515.13 lacs filed by Company. The Balance of Rs. 2516.29 lacs is only stock & Actual WIP Laying at Solapur & Nasik Sits. Claims includes disputed dues of Rs.2650 lacs from NHAI - Srinagar Bypass Project (PBA share - 46.40%), Rs.1130 lacs from ERA, Jammu - Udhampur Ramnagar & Chenani Sudh Mahadev Road Project, Rs.3535.13 lacs from Bhuj Bachau Road Project - valecha, Rs.1900 lacs from PCMC, Rs.4050 lacs from GVK Kota Project) and Rs.300 Lac from M/s Prakash Atlanta JV Lucknow.

### Note : A-9 : Cash & Bank Balances

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
A. Cash & cash equivalents			
a. Balances with banks :			
Balance in Current Accounts	2,17,22,634	2,25,75,697	7,87,788
b. Cash in hand	8,56,433	8,56,006	6,06,883
<b>Sub Total (A)</b>	<b>2,25,79,067</b>	<b>2,34,31,703</b>	<b>13,94,671</b>
B. Other Bank Balances:			
Margin money	5,42,07,621	3,47,85,598	4,91,86,719
Earmarked Balances ( unpaid dividend )		-	1,01,982
<b>Sub Total (B)</b>	<b>5,42,07,621</b>	<b>3,47,85,598</b>	<b>4,92,88,701</b>
<b>Total (A+B)</b>	<b>7,67,86,688</b>	<b>5,82,17,301</b>	<b>5,06,83,372</b>



Note : A-10 : Share Capital

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
<b>SHARE CAPITAL</b>			
Authorised :			
250,000,000 Equity Shares of Rs.10/- each (P. Y. 250,00,000 shares of Rs 10 each )	25,00,00,000	25,00,00,000	25,00,00,000
Issued ,Subscribed and Paid up Capital : 1,35,00,562 Equity Shares of Rs. 10/- each ( P.Y.1,35,00,562 Equity Shares of Rs. 10/- each	13,50,05,620	13,50,05,620	13,50,05,620
<b>Total</b>	<b>13,50,05,620</b>	<b>13,50,05,620</b>	<b>13,50,05,620</b>

(a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

Particulars	Number of Share	Amount/₹
Equity Share of Rs.10 each issued,subscribed and Paid up Balance as at 1 <sup>st</sup> April 2018	1,35,00,562	13,50,05,620
Changes in equity share capital during 2018-19	-	-
<b>Balance as at 31 March 2019</b>	<b>1,35,00,562</b>	<b>13,50,05,620</b>
Changes in equity share capital during 2019-20	-	-
<b>Balance as at the 31 March 2020</b>	<b>1,35,00,562</b>	<b>13,50,05,620</b>

(b) Bonus shares/buyback/shares for consideration other than cash issued during past five years.

- Company has not issued any shares either by way of bonus/right issue nor bought back any share during the last five years
- None of shareholder(s) of Company is it's holding company, ultimate holding company, subsidiaries, associates of the holding company or associates of the ultimate holding company for current year and/or previous year.
- There are no unpaid call money from any of the Directors or Officers of the Company for Current and Previous Year

Terms / Rights attached to equity shares:

1 **Voting**

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

2 **Liquidation**

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

3 **Dividends**

The Board of Directors do not propose dividend for financial year 2019-20.

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### (C) Disclosure relating to shareholder holding more than 5%

Sr. No.	Name of Shareholder	As at 31-03-2020		As at 31-03-2019	
		No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
1	Late Mr. Ramlal Wadhawan	39,59,785	29.33	39,59,785	29.33
2	Mr. Balkrishan Wadhawan	8,02,280	5.94	8,02,280	5.94
	<b>Total</b>	<b>47,62,065</b>	<b>35.27</b>	<b>47,62,065</b>	<b>35.27</b>

### Note : A-11 : Non-current Borrowings

(Amount in ₹)

Particulars	Effective Interest rate				
	As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
<b>Secured</b>					
Term Loan - against Machinery from NBFC's @	12.54% to 15.32%	12.54% to 15.32%	2,28,69,393	2,28,69,393	2,42,86,420
<b>Total (A)</b>			<b>2,28,69,393</b>	<b>2,28,69,393</b>	<b>2,42,86,420</b>
<b>Unsecured</b>					
<b>Long term Deposits</b>					
(i) Loan from Director and relatives			16,39,00,818	16,82,02,097	13,47,58,104
(ii) Long term Contractual Deposits			2,25,49,910	2,66,31,769	5,69,89,588
(iii) Intercorporate Deposit			30,57,80,863	30,57,80,863	18,02,80,863
<b>Total (B)</b>			<b>49,22,31,591</b>	<b>50,06,14,729</b>	<b>37,20,28,555</b>
<b>Total (A+B)</b>			<b>51,51,00,984</b>	<b>52,34,84,122</b>	<b>39,63,14,975</b>

### Note :-

- Rs.228.69 lacs is in the nature of machinery/equipment finance borrowed from NBFC's namely Shriram Finance Company Ltd - Rs. 218.99 lacs, and Royal Bank of Scotland - Rs. 9.70 lacs. The same is secured by hypothecation of respective machinery/equipment purchased out of the said loan. The Company has defaulted in its repayment obligations to the lenders & Litigation / settlement with few lenders is under process. The Company has gone under Litigation on 4th March 2015 for its Dues with against Shriram Finance Company Ltd and hence interest has not provided since then.
- The company has also defaulted in repayment of long term unsecured contractual deposits.

### Note : A-11 : Current Borrowings

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
<b>Short Term Borrowings</b>			
<b>Secured</b>			
<b>Loan Repayable on Demand - From Banks</b>			
Term Loan including FITL / Restructured loans	1,03,55,15,185	1,03,55,15,185	1,03,55,15,185
CC including BG invocation/OD	2,82,20,31,655	2,79,71,87,900	2,81,34,63,575
<b>Total (A)</b>	<b>3,85,75,46,840</b>	<b>3,83,27,03,085</b>	<b>3,84,89,78,760</b>
<b>Unsecured</b>			
<b>Deposits</b>			
a) Fixed Deposit from Public	90,69,661	1,02,66,385	1,75,11,504
b) Intercorporate Deposit	-	-	12,70,00,000
c) Short term loan from IDBI Bank Ltd	-	-	8,63,47,319
<b>Total (B)</b>	<b>90,69,661</b>	<b>1,02,66,385</b>	<b>23,08,58,823</b>
<b>Total</b>	<b>3,86,66,16,501</b>	<b>3,84,29,69,470</b>	<b>4,07,98,37,583</b>

Note :-

- i) Secured borrowing including Borrowings from Banks namely Canara Bank (Lead Bank), Union Bank of India, State Bank of India, The Karur Vysya Bank Ltd & Punjab & Sind Bank. In financial year 2015-16 due to non compliance of the CDR Conditions the erstwhile CDR forum vide letter no.CDR(PMJ) No.228/2016-17 dated 1st September has exited the company from CDR Mechanism w.e.f. 28th October 2015. Above the loan was secured by as follows:-
- First pari passu hypothecation floating charge on the entire stocks of the company, Wherever situated, and its entire book debts from time to time.
  - Pari passu 1st charge on plant and machinery of the Company (excluding land and office flats and value of equipments on which other lenders are having 1st Charge)
  - EMT of residential bungalow of Late Mr. Ramlal Wadhawan situated at janki Kutir Bungalow No 9 Vasant Vihar CHS Chembur, Mumbai having
  - EMT of residential bungalow of Mr. Balkrishan Wadhawan situated at Bungalow No 4 Vasant Vihar CHS. •Chembur, Mumbai
  - EMT of Office Premises of the Company on the Ground Floor, located at 611/3 V N Purav Marg, Chembur Mumbai -400 071.
  - Residential Property in the name of the company at “Jagat Plaza” • Rear Block, Flat No. R/301 admeasuring 1220 sq. ft. super built-up, at Plot No. 8, Nawab Area Precinct, Amravati Road, Nagpur.
  - Personal Gurantee of Late Ramlal Roshanlal Wadhawan, Mr. Balkrishan Pritamlal Wadhawan & Mr. Deepak Ramlal Wadhawan.
- ii) On account of the defaults by the Company, Consortium lead Bank (Canara Bank) vide their letter dated 18th January 2017 has initiated action under SARFASEI Act 2002, and has issued notice for taking physical possession of various assets of the Company vide their letter dated 09/04/2019- against dues of Rs417.61 Crores. The Company has sought interim stay on the said notice from DRT.
- iii) Company vide their various letters / consortium meetings has approached the Banks for One Time Settlement of the dues. Pending settlement with lenders, interest on secured borrowings has not been provided for in FY 2019-20. All the dues from the Banks, have been classified as current liabilities since the same is now payable.
- iv) though, the Company has defaulted in repayment of its Public Deposits, part payment of the same has been made by the Company during the year.

**Net Debt Reconciliation**

An analysis of net debts and the movement in net debt for each of the reporting period as follow :

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019
Cash & Cash equivalent	7,67,86,688	5,82,17,301
Non Current Borrowin	(51,51,00,984)	(52,34,84,122)
Current Borrowin	(3,86,66,16,501)	(3,84,29,69,470)
Net Debt	<b>(4,30,49,30,797)</b>	<b>(4,30,82,36,291)</b>

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### Note : A-12 : Deferred tax liabilities (Net)

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Timing difference on depreciation and amortisation of tangible assets	2,77,37,192	2,41,82,658	2,33,88,216
Deferred Tax Asset:			
Net Deferred Tax Liability for the current year	2,77,37,192	2,41,82,658	2,33,88,216
Add: Opening Balance CR	1,29,59,077	3,71,41,735	6,05,29,951
<b>Total</b>	<b>(1,47,78,115)</b>	<b>1,29,59,077</b>	<b>3,71,41,735</b>

### Note : A-12 : Deferred tax liabilities (Net) Continue...

(Amount in ₹)

Particulars	Timing difference on depreciation and amortisation of tangible assets	Other	Total
As at 1st April 2018	3,71,41,735	-	3,71,41,735
to Profit or loss write back	(2,41,82,658)	-	(2,41,82,658)
to Other Comprehensive income	-	-	-
As at 31st March 19	<b>1,29,59,077</b>	-	<b>1,29,59,077</b>
to Profit or loss	(2,77,37,192)	-	(2,77,37,192)
to Other Comprehensive income			
As at 31st March 20	<b>(1,47,78,115)</b>	-	<b>(1,47,78,115)</b>

### Note : A-13 : Provisions

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
<b>Non Current</b>			
Gratuity (Ref Note No. A-29)	1,28,40,525	1,02,67,792	67,12,546
<b>Total</b>	<b>1,28,40,525</b>	<b>1,02,67,792</b>	<b>67,12,546</b>
<b>Current</b>			
Gratuity (Ref Note No.A-29)	78,12,113	69,25,112	1,20,16,873
<b>Total</b>	<b>78,12,113</b>	<b>69,25,112</b>	<b>1,20,16,873</b>

### Note : A-14 : Other Non-Current Liabilities

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
<b>Non Current Liabilities</b>			
Interest accrued but not due	-	3,58,07,659	3,60,21,326
Unpaid dividends	-	-	1,01,982
Deposits payables	1,84,70,690	1,34,21,803	1,22,53,361
Advance Received	10,74,00,000	10,74,00,000	10,74,00,000
Mobilisation Advance	3,52,92,251	3,52,92,252	3,52,92,252
<b>Total</b>	<b>16,11,62,941</b>	<b>19,19,21,713</b>	<b>19,10,68,921</b>

### Note : A-14 : Other Current Liabilities

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
<b>Other Current Liabilities</b>			
Statutory Dues	1,02,03,612	31,37,544	7,41,01,606
Mobilisation Advance	2,53,30,090	-	2,73,14,403
Expenses Payable	1,18,64,645	1,48,82,530	4,08,96,392
Other	-	-	2,69,86,705
<b>Total</b>	<b>5,73,98,347</b>	<b>1,80,20,074</b>	<b>16,92,99,106</b>

**Note : A-15 : Trade Payables**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Sundry Creditors related to Sites	11,95,75,974	13,10,66,909	31,06,46,665
Retention Payable	7,61,69,561	8,23,14,381	9,62,70,181
<b>Total</b>	<b>19,57,45,535</b>	<b>21,33,81,290</b>	<b>40,69,16,846</b>

**Disclosure of information u/s 22 of The Micro, Small and Medium Enterprises Development Act, 2006**

In absence of complete information from the vendors with regards to their registration (filling of Memorandum) under The Micro, Small & Medium Enterprises Development Act, 2006 (27 of 2006), the Company is unable to compile the full information required to be disclosed herein under section 22 of the said Act.

**Note : A-16 : Revenue from Operations**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Contract Revenue	15,22,29,509	56,01,29,014	55,62,61,044
Sub-Contract Revenue	29,17,92,487	29,06,33,549	57,33,02,401
<b>Total</b>	<b>44,40,21,996</b>	<b>85,07,62,563</b>	<b>1,12,95,63,445</b>

**Note : A-17 : Other Income**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Interest Income from Bank	16,45,491	4,63,53,855	1,10,47,684
Hire Charges Received	3,75,12,393	94,00,000	1,22,59,378
Amount Written Back	-	-	3,37,14,746
Other Receipt	51,77,486	46,22,196	47,24,627
IDBI Bank Loan Written back	-	6,20,88,345	-
<b>Total</b>	<b>4,43,35,370</b>	<b>12,24,64,396</b>	<b>6,17,46,435</b>

**Note : A-18 : Contract Expenses**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Materials (at Site Exp)	24,07,54,428	42,40,22,035	37,62,46,434
Sub Contracting Charges	9,76,23,738	24,28,04,181	53,41,09,053
Labour Charges	9,51,95,241	13,78,82,487	11,20,28,095
Electricity Charges	47,57,015	66,56,560	68,34,668
Transport Charges	1,00,53,639	2,15,38,714	1,67,24,480
Machinery Hire Charges	2,05,87,727	1,99,16,634	8,40,000
Motor Car Charges	27,26,428	50,23,430	74,92,059
Water Charges	32,32,888	39,47,917	21,12,107
Royalty Expenses	73,99,718	2,46,50,761	1,25,18,425
Rates & Taxes	-	73,59,917	14,10,221
Machinery Repairs & Maintaince	82,21,070	1,82,50,037	7,55,684
Truck Running Charges	6,60,847	20,96,029	16,527
<b>Total</b>	<b>49,12,12,739</b>	<b>91,41,48,702</b>	<b>1,07,10,87,753</b>

**Note : A-19 : Change in Inventories / Work in progress**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Opening Work in Progress	1,47,93,65,842	1,29,11,56,673	1,21,72,64,962
Less : Closing Work in Progress	1,60,31,42,829	1,47,93,65,842	1,29,11,56,673
<b>Total</b>	<b>(12,37,76,987)</b>	<b>(18,82,09,169)</b>	<b>(7,38,91,711)</b>

## PBA INFRASTRUCTURE LIMITED

\*\*Out of Rs.16031.42 lacs in Work in Progress, there are Claims for Rs.13515.13 lacs filed by Company. The Balance of Rs. 2516.29 lacs is only stock & Actual WIP Laying at Solapur & Nasik Sits. Claims includes disputed dues of Rs.2650 lacs from NHAI - Srinagar Bypass Project (PBA share - 46.40%), Rs.1130 lacs from ERA, Jammu - Udhampur Ramnagar & Chenani Sudh Mahadev Road Project, Rs.3535.13 lacs from Bhuj Bachau Road Project - valecha, Rs.1900 lacs from PCMC, Rs.4050 lacs from GVK Kota Project)and Rs.300 Lac from M/s Prakash Atlanta JV Lucknow.

### Note : A-20 : Employee benefits Expenses

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Salaries, Bonus & Other Allowances	3,96,88,997	4,41,83,927	4,57,26,792
Contribution to Provident & Other Funds (Ref. Note 29)	44,43,571	1,22,44,043	57,73,923
Staff Welfare Expenses	55,82,474	68,66,812	60,39,581
<b>Total</b>	<b>4,97,15,042</b>	<b>6,32,94,782</b>	<b>5,75,40,296</b>

### Note : A-21 : Finance costs

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Interest on Bank Loan	-	-	46,22,16,643
Interest on loan from Others	71,82,853	20,54,394	93,13,370
Other Finance Cost	-	2,33,33,535	19,48,695
<b>Total</b>	<b>71,82,853</b>	<b>2,53,87,929</b>	<b>47,34,78,708</b>

Company vide their various letters / consortium meetings has approached the Banks for One Time Settlement of the dues. Pending settlement with lenders, interest on secured borrowings has not been provided for FY 2019-20.

### Note : A-22 : Other expenses

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
<u>Repairs &amp; Maintaince</u>			
- At Site	0	4,46,318	10,34,000
- At office	0	1,54,795	20,880
- Other	4,37,363	3,28,569	1,85,769
Insurance	16,57,661	18,02,606	5,23,455
Legal Fees	38,96,284	90,92,000	85,47,564
Professional Fees	36,61,122	67,83,553	34,31,500
Telephone & Internet Charges	3,55,751	4,64,593	5,22,499
Travelling Expense	20,77,970	23,09,961	17,54,712
Rent	20,34,470	49,04,482	49,10,250
Donation	1,61,000	3,61,304	2,18,707
Advertisements & Business Promotion	3,25,799	12,05,167	2,24,160
Security Charges	24,000	27,800	96,750
Tender Fees	-	99,184	-
Bank Charges & BG Commission	31,05,058	30,57,887	14,38,080
Printing & Stationary	1,71,827	3,28,614	1,66,516
Laboratory Expenses	1,95,699	11,400	83,700
Loss on sale of Fixed Assets	-	-	4,09,797
Auditors Remuneration	17,85,000	15,50,000	12,50,000
Director Setting Fees	2,80,000	1,20,000	-
Commission and Brokerage	55,000	1,07,602	-
<u>Miscellaneous Expenses</u>			
Rates & Taxes	22,51,659	21,93,861	17,81,338
Other Miscellaneous Exp	37,24,243	73,13,455	49,62,413
<b>Total</b>	<b>2,61,99,906</b>	<b>4,26,63,151</b>	<b>3,15,62,090</b>

**Note : A-23 : Auditor Remuneration**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Statutory Audit Fees	12,60,000	10,50,000	8,50,000
Tax Audit Fee	3,00,000	3,00,000	2,50,000
Other fees	2,25,000	2,00,000	1,50,000
<b>Total</b>	<b>17,85,000</b>	<b>15,50,000</b>	<b>12,50,000</b>

**Note : A-24 : Earnings Per Share (EPS)**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Net Profit /Loss & Other Comprehensive Income	3,28,20,480	7,02,19,512	(40,23,15,014)
Weighted Average Number of equity shares outstanding during the year	1,35,00,562	1,35,00,562	1,35,00,562
Basic & Diluted EPS (Rs)	2.43	5.20	(29.80)

**Note : A-25 :**

**A. Contingent Liabilities & commitment**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
(i) Guarantees given by banks in respect of contracting commitments in the normal course of business	-	-	3,39,90,000
(ii) MVAT Tax matters pending in appeals under MVAT	57,48,70,383	46,00,16,041	40,41,53,480
(iii) Entry Tax under Rajasthan Entry Tax pending appeal in Rajasthan High Court	3,79,37,008	3,79,37,008	3,79,37,008
(iv) GVAT Tax matters pending in appeals under Gujarat Value Added Tax	10,91,530	10,91,530	-
(iii) Income Tax matters pending in appeal	83,14,000	83,14,000	83,14,000
(iv) Claims against the Company not acknowledged as debt (Refer Notes Below)	-	1,74,21,95,736	1,74,21,95,736
<b>Total</b>	<b>62,22,12,921</b>	<b>2,24,95,54,315</b>	<b>2,22,65,90,224</b>

**Notes:-**

- The Company has raised claims on customers for price escalation and /or variation in contract work, In Certain cases which are currently under arbitration, the customers have raised counter-claims, .Company has received legal advice that none of the counter-claims are legally tenable. Accordingly, no provision is considered necessary in respect of these counter claims.
- It is not practicable for the Company to estimate the timings of cash outflows in respect of the above pending resolution of the respective proceedings.
- Future cash outflows in respect of the above Claims are determinable only on receipt of judgments/ decisions pending with various forums/ authorities.

**B. Commitments**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Estimated amount of contracts remaining to be executed and not provided for (net of advances)	61,00,00,000	1,16,60,00,000	2,21,70,08,747
<b>Total</b>	<b>61,00,00,000</b>	<b>1,16,60,00,000</b>	<b>2,21,70,08,747</b>

## PBA INFRASTRUCTURE LIMITED

### NOTE 26 - Disclosure in accordance with IND AS 7 - construction contracts

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
<b>Contract revenue for the year</b>	44,40,21,996	85,07,62,563	1,12,95,63,445
In respect of Contracts in Progress at the Reporting Date			
Aggregate amount of cost incurred and recognized profits less recognized losses up to the reporting date on contract under progress	3,23,28,92,769	3,26,43,21,733	2,77,74,03,484
Advances received from customers	7,06,22,341	3,52,92,251	6,26,06,655
Retention money	2,56,25,520	4,87,86,697	14,47,50,576
Gross amount due from customers for contract work (net of retention)	21,66,70,392	23,38,54,003	1,72,66,96,516
Gross amount due to customers for contract work	70,44,84,215	1,20,64,73,912	84,40,36,313

### NOTE 27 - Segment Reporting

The Company is engaged in a single business segment viz. Construction & Engineering.

### NOTE 28 - Interests in Other Entities

#### Joint Ventures

(Amount in ₹)

Particulars	Proportion of effective interest		
	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
PBA - RAJ JV	40%	40%	40%
PBA SADBHAV JV	50%	50%	50%
PRAKASH ATLANTA JV	50%	50%	50%
PBA - TBA JV	52%	52%	52%
PBA Consite - JV	80%	80%	80%

### NOTE 29 - Disclosure relating to employee benefits

The gratuity plan is governed by the Payment of Gratuity Act, 1972 under which an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service and salary at retirement age.

#### A) Assumptions

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Discount rate	7%	8%	8%
Salary escalation rate	6%	6%	6%
Rate of return (expected) on plan assets	Nil ( as no fund)	Nil ( as no fund)	Nil ( as no fund)
Withdrawal rate	1% (throughout)	1% (throughout)	1% (throughout)
Benefits	As per Gratuity Act	As per Gratuity Act	As per Gratuity Act
Expected average remaining service	13.3 Years	14.4 Years	15.4 Years
Retirement age :	60 Years	60 Years	60 Years



**B) Amounts to be recognized in the balance sheet:**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
PVO at the end of year	2,06,52,638	1,71,92,904	1,87,29,419
Fair value of plan Assets at the end of year	-	-	-
Funded status	(2,06,52,638)	(1,71,92,904)	(1,87,29,419)
Unrecognized Actuarial Gain/(Loss)	-	-	-
Net Asset/(Liability) recognized in the balance sheet	(2,06,52,638)	(1,71,92,904)	(1,87,29,419)

**C) Expense recognized in the statement of Profit and Loss account:**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Current Service Cost	15,60,794	17,11,042	16,99,422
Interest Cost	13,03,714	15,87,005	18,78,023
<b>Total</b>	<b>28,64,508</b>	<b>32,98,047</b>	<b>35,77,445</b>

**D) Remeasurement losses recognised in OCI**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Actuarial changes arising from changes in financial assumptions	(14,66,541)	(83,83,595)	(85,61,968)
Return on plan assets (excluding interest income)	-	-	-
<b>Total</b>	<b>(14,66,541)</b>	<b>(83,83,595)</b>	<b>(85,61,968)</b>

**Changes in defined benefit obligations**

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019	As at 31-03-2018
Opening Net Liability	1,71,92,904	1,87,29,419	2,67,02,795
Expenses/(reversal of earlier provision) as above	43,31,049	(50,85,548)	(49,84,523)
Contribution paid	(8,71,315)	35,49,033	(29,88,853)
Closing Net Liability	2,06,52,638	1,71,92,904	1,87,29,419

Summary of significant accounting policies and other explanatory information to the stand-alone financial statements as at the end and for the financial year 1-4-2019 to 31.3.2020.

**(E) Actuarial assumptions**

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2018
Discount Rate	6.88%	7.78%	7.74%
Salary escalation rate	6.00%	6.00%	6.00%
Mortality rate	Indian Assured Lives Mortality 2006-2008 Ultimate	Indian Assured Lives Mortality 2006-2008 Ultimate	Indian Assured Lives Mortality 2006-2008 Ultimate
Attrition rate	1% for all ages	1% for all ages	1% for all ages

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The estimate of future salary increases, considered in actuarial valuation takes into account of inflation, Seniority and other related factors.

### (F) Quantitative sensitivity analysis for significant assumption is as below:

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation, keeping all other actuarial assumptions constant. The significant actuarial assumptions are discount rate and salary escalation rate. (fig.in Rs.lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
i. Discount rate	190.51	157.09
ii. Salary escalation rate - over a long term	225.20	189.03
		(1% Increase)
iii. Discount rate	224.01	189.06
iv. Salary escalation rate - over a long term	190.94	156.87
		(1% decrease)

The sensitivity analysis presented above may not be representative of the actual charge in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as the assumptions may be correlated.

### (G) Maturity Analysis of defined benefit charges.

The definite benefit obligation shall mature after 31-3-2020 as follows:

(Amount in ₹)

Within the next 12 months	19.20
Between 2 and 5 years	41.29
Between 6 and 10 years	108.72
Total expected payments (upto 10 years)	169.21

## Note - No.30 Disclosure in accordance with Ind-AS 18 Related Party Transactions

### Part A - Relationship

#### Category I

##### Major Shareholders

Late Shri Ramlal Wadhawan  
Mr.Narayan G.Thatte (Demise)  
Mr.Deepak Wadhawan  
Mrs.Monica M. Talwar

#### Category II

##### Subsidiary / Associate / Joint Venture Companies

PBA RAJ JV  
PRAKASH ATLANTA JV  
PBA SADBHAV JV

#### Category III

Board of Directors, Key Management Personnel and their relatives  
Board of Directors and Key Management Personnel  
Late Mr. Ramlal Wadhawan, Chairman & Managing Director

Mr. Narain P. Belani, Managing Director & CFO  
 Mrs. Sujatha D. Athavale, Director  
 Mr. Munish Wadhawan Whole time Director  
 Mr. Anil R. Parvatkar, Independent Director  
 Mrs Shallu R. Khanna, Independent Director  
 Mr. Swaminath C. Jaiswar, Company Secretary & Compliance Officer

**Relatives**

Mr. Sunil Wadhawan  
 Mrs. Kiran Wadhawan  
 Mr. Munish Wadhawan  
 Ms. Ashima Wadhawan  
 Ms. Ashna Wadhawan  
 Ms. Ayesha Wadhawan  
 Mr. Aditya Wadhawan  
 Mrs. Komal Wadhawan  
 Ms. Tanya Wadhawan  
 Ms. Monica Wadhawan

**Category IV**

**Others (Enterprise owned or significantly influenced by Key Management Personnel or their Relatives)**

Dristti Structural Engineering Pvt. Ltd  
 Three aces structural Pvt ltd  
 Caprigo Infra Pvt Ltd  
 Saket Infracproject Ltd  
 Shanti Infraengineering P. ltd

**Part B**

**Transactions Carried Out With Related Parties**

Nature of Transactions	Category	31-03-2020	31-03-2019
<b><u>Transactions during the year</u></b>			
Hire Charges received			
Dristti Structural Engineering Pvt. Ltd	Category IV	1,33,85,093	94,00,000
Three aces structural pvt ltd	Category IV	2,44,75,000	-
<b><u>Rent Received from Sunil Wadhawan</u></b>			
	Category III	2,43,000	2,97,000
<b><u>Contract Revenue</u></b>			
PBA RAJ JV	Category II	23,05,33,510	12,25,52,947
PBA SADBHAV JV	Category II	-	3,48,80,671
PRAKASH ATLANTA JV	Category II	-	18,95,542
<b><u>Sub-Contract Charges</u></b>			
Three aces structural pvt ltd	Category IV	48,31,114	5,43,44,683
<b><u>Labour</u></b>			
Caprigo Infra Pvt Ltd	Category IV	2,13,53,000	3,92,55,800

## PBA INFRASTRUCTURE LIMITED

<b>Remuneration</b>			
Late Shri Ramlal Wadhawan	Category III	6,80,000	81,60,000
Mr.Narain P.Belani	Category III	67,20,000	61,20,000
Mrs.Sujatha Athavale	Category III	11,29,547	9,48,375
Mr.Munish Wadhawan	Category III	7,00,000	-
<b>House Rent Allowance</b>			
Late Shri Ramlal Wadhawan	Category III	10,000	1,20,000
Mr.N.P. Belani	Category III	2,40,000	1,80,000
Mrs.Sujatha Athavale	Category III	1,89,000	1,49,625
Mr.Swaminath C. Jaiswar	Category III	1,35,000	-
<b>Medical Allowance</b>			
Late Shri Ramlal Wadhawan	Category III	10,000	1,20,000
Mr.N.P.Belani	Category III	2,40,000	1,80,000
Mrs.Sujatha Athavale	Category III	60,000	46,000
Kiran Wadhawan	Category III	24,000	24,000
Mr.Munish Wadhawan	Category III	1,75,000	-
Mr.Swaminath C. Jaiswar	Category III	18,000	-
<b>Salaries &amp; Other Allowance</b>			
Mr.Rajesh Wadhwan	Category III	-	4,99,637
Mrs. Kiran wadhawan	Category III	7,32,000	7,32,000
Mr.Swaminath C. Jaiswar	Category III	7,16,167	-
<b>Conveyance</b>			
Mr. Rajesh Wadhwan	Category III	-	3,000
Mr.Swaminath C. Jaiswar	Category III	60,000	-
Mr. Kiran Wadhawan	Category III	24,000	24,000

### Balances due from/to related parties

Nature of Transactions	Category	31-03-2020	31-03-2019
<b>Account Payable</b>			
Saket Infraproject Ltd -Bhiwandi	Category IV	5,89,00,000	5,89,00,000
PBA TBA JV	Category II	38,96,469	47,96,469
Late Shri Ramlal Wadhawan	Category III	9,79,931	7,19,592
Mr. Narain P. Belani	Category III	9,53,739	3,75,505
Mrs. Sujatha Athwale	Category III	(50,300)	9,036
Mrs. Kiran wadhawan	Category III	3,57,712	98,300
Three Aces Structural Pvt Ltd	Category IV	18,68,853	12,52,711
Dristti Structural Enggineering Pvt. Ltd	Category IV	57,58,359	-
Mr. Swaminath C. Jaiswar	Category III	74,800	-
Mr. Munish Wadhawan	Category III	3,25,200	-
<b>Account Receivable</b>			
Saket Infraproject Ltd -Hire Charges	Category IV	2,14,98,750	2,14,98,750
Saket Infraprojects Ltd - Sale	Category IV	11,76,581	11,76,581
PBA RAJ JV	Category II	55,68,978	8,40,74,381
Shanti Infraengineering P.ltd	Category IV	7,33,83,181	7,33,83,181

Dristti Structural Engg.P.LTD	Category IV	-	79,76,859
Caprigo Infra Pvt. Ltd.	Category IV	-	45,237
PRAKASH ATLANTA JV	Category II	7,15,05,889	7,15,05,889
PBA SADBHAV JV	Category II	3,87,21,537	8,39,93,607
Three aces structural pvt ltd	Category IV	2,83,91,000	-
<b><u>Deposit from Directors &amp; Shareholder</u></b>			
Mr.Deepak Wadhawan	Category I	3,69,97,684	3,66,95,074
Late Mr.Ramlal Wadhawan	Category I	10,41,83,536	10,51,87,425
Mr.Narayan G. Thatte	Category I	1,69,13,176	1,69,13,176
Mrs.Monica M. Talwar	Category I	58,06,422	94,06,422
<b><u>Contractual Deposit</u></b>			
Mr.Aditya Wadhawan	Category I	-	10,00,000
Ms.Ashima Wadhawan	Category I	5,38,200	5,38,200
Ms.Ashna Wadhawan	Category I	5,32,861	5,32,861
Ms.Ayesha Wadhawan	Category I	2,75,800	2,75,800
Mrs.Komal Wadhawan	Category I	7,54,800	7,54,800
Mr.Munish Wadhawan	Category I	2,50,000	2,50,000
Ms. Tanya Wadhwan	Category I	2,50,000	2,50,000

**NOTE A - 31 - FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Company's activities expose it to a variety of financial risks, market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

**i Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency risk. Major financial instruments affected by market risk includes loans and borrowings.

**a. Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's total debt obligations.

Though, the Company is affected by interest rate risk, presently, the same is not applicable on account of the Company being a Non-Performing Asset in the books of the lenders.

**b. Currency Risk**

The Company has no international exposure either by way of exports, imports or any other financial transactions. Hence, the same is not applicable.

**ii Credit risk**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure of the financial assets are contributed by trade receivables, unbilled revenue, cash and cash equivalents and receivable from related parties.

a. Credit risk on trade receivables and unbilled revenue is limited as the customers of the Company mainly consisting of the government entities having strong credit worthiness. For other customers, the Company uses its experience to compute the expected loss for trade receivables and unbilled revenue. The experience

## PBA INFRASTRUCTURE LIMITED

takes into account various external and internal credit risk factors such as credit ratings from credit rating agencies, financial condition, ageing of accounts receivable and the Company's historical experience for customers.

The following table gives details in respect of percentage of revenues generated from government promoted agencies and others;

(Amount in ₹)

Particulars	As at 31-03-2020	As at 31-03-2019
	%	%
Revenue from government agencies	15.00%	19.76%
Revenue from others	85.00%	80.24%
	100.00%	100.00%

The following table gives details in respect of contract revenues generated from the top customer and top 5 customers for the year ended:

(Amount in ₹)

Name of Shareholder	31-03-2020		31-03-2019	
	Amt in ₹	% of Total Revenue	Amt in ₹	% of Total Revenue
Revenue from top customer	37,91,89,814	85%	436,734,651	51.33%
Revenue from top five customers	29,17,92,487	66%	414,027,912	48.67%

- b. Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks.

### iii. Liquidity risk

Liquidity is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by management. The Company's liquidity risk is high as it is unable to meet its debt obligations on time and is an already a Non-performing asset with banks. Litigation has also been initiated by few of the parties. Despite the above, Management is closely monitoring the Company's net liquidity position.

The table below provides details regarding the contractual maturities of significant financial liabilities:  
As at 31<sup>st</sup> March 2020

Particulars	On Demand / Less than 1 year	1 - 5 years	Total
Borrowings	438,17,17,485	-	438,17,17,485
Trade payables	5,86,99,569	13,70,45,966	19,57,45,535
Other financial liabilities	5,73,98,347	16,11,62,941	21,85,61,288
<b>Total</b>	<b>449,78,15,401</b>	<b>29,82,08,907</b>	<b>479,60,24,308</b>

As At 31<sup>st</sup> March 2019

Particulars	On Demand / Less than 1 year	1 - 5 years	Total
Borrowings	43,6,64,53,592	-	43,6,64,53,592
Trade payables	9,10,38,518	12,23,42,772	21,33,81,290
Interest accrued	3,58,07,659	-	3,58,07,659
Other financial liabilities	1,80,20,073	15,61,14,054	17,41,34,127
<b>Total</b>	<b>451,13,19,842</b>	<b>27,84,56,826</b>	<b>478,97,76,668</b>

As at 31<sup>st</sup> March 2018

Particulars	On Demand / Less than 1 year	1 - 5 years	Total
Borrowings	447,61,52,558	-	447,61,52,558
Trade payables	22,80,94,384	17,88,22,462	40,69,16,846
Interest accrued	3,60,21,326	-	360,21,326
Other financial liabilities	16,92,99,106	5,50,47,595	22,43,46,701
<b>Total</b>	<b>490,95,67,374</b>	<b>23,38,70,057</b>	<b>514,34,37,431</b>

**NOTE 32 - CAPITAL MANAGEMENT**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The Company strives to safeguard its ability to continue as a going concern so that they can maximize returns for the shareholders and benefits for other stake holders.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

(Amount in Rs.)

Particulars	As at 31 <sup>st</sup> March, 2020	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Total debts	438,17,17,485	43,66,453,592	4476,152,558
Total equity(Including Reserve)	13,71,29,391	104,308,822	34,089,356
<b>Total debts to equity ratio (Gearing ratio)</b>	<b>31.95</b>	<b>41.86</b>	<b>131.31</b>

This is a summary of Significant Accounting Policies & Other Explanatory information referred to in our Report of even date.3

In terms of our report attached

For R V Luharuka & Co LLP  
Chartered Accountants  
FRN No. 105662W / W100174

Ramesh Luharuka  
Partner  
M. No. 031765

Place: Mumbai  
Date: 31.07.2020

For and behalf of the Board of Directors,

Narain P. Belani  
Managing Director & CFO

Place: Mumbai  
Date: 31.07.2020

Munish R. Wadhawan  
Whole Time Director

Swaminath Jaiswar  
Company Secretary





*If Undelivered, please return to:*



ISO 9001:2000, ISO 18001:2007 and ISO 14001:2004

## **PBA INFRASTRUCTURE LIMITED**

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