



PBA INFRASTRUCTURE LTD.

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

PBA:CDSL:2018

Date : 29.09.2018

To,
The Manager,
Central Depository Services (India) Limited,
17th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Sub : Voting Details of AGM held on 28.09.2018 under Regulation 44(3) of SEBI (LODR) 2015.

Dear Sir,


In terms of Regulation 44(3) of SEBI (LODR) 2015, we send herewith details in the prescribed format regarding the voting results of the 44th Annual General Meeting of the Company held on 28th September, 2018. All the resolutions as contained in the Notice dated 30th May, 2018 have been passed with requisite majority.

The Scrutinizer's Report regarding the E-voting results of the 44th Annual General Meeting of the Company held 28th September, 2018 is also enclosed herewith.

You are requested to take the same on record.

Thanking you,

For PBA Infrastructure Limited


Ramlal Wadhawan
Chairman and Managing Director
(DIN: 00287661)

Encl : A/A



PBA INFRASTRUCTURE LTD.

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

PBA:SE:2018

Date : 29.09.2018

To,

Bombay Stock Exchange Ltd. Floor 25 th , P J Tower, Dalal Street, Mumbai – 400 001.	National Stock Exchange of India Ltd. “Exchange Plaza”, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.
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Sub : Voting Details of AGM held on 28.09.2018 under Regulation 44(3) of SEBI (LODR), 2015.


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In terms of Regulation 44(3) of SEBI (LODR), 2015 we send herewith details in the prescribed format regarding the voting results of the 44th Annual General Meeting of the Company held on 28th September, 2018. All the resolutions as contained in the Notice dated 30th May, 2018 have been passed with requisite majority.

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You are requested to take the same on record.

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Chairman & Managing Director
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Date : 29.09.2018

To,

Bombay Stock Exchange Ltd. Floor 25 th , P J Tower, Dalal Street, Mumbai – 400 001.	National Stock Exchange of India Ltd. “Exchange Plaza”, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.
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Sub: Submission of Minutes of the Annual General Meeting held on 28.09.2018
Ref : BSE Security Code – 532676 / NSE ISIN - INE160H01019

Dear Sir,

With reference to subject mentioned above and pursuant to the relevant provisions of SEBI (LODR) 2015, please find enclosed the following:

1. Minutes of the Annual General Meeting held on Friday, 28th September, 2018 at 12.30 p.m. at The Chembur Gymkhana, Phase II, 16th Road, Chembur, Mumbai – 400 071.
2. Voting Details of AGM held on 28.09.2018 under Regulation 44(3) of SEBI (LODR) 2015.
3. Scrutinizer’s Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

You are requested to take the same on record.

Thanking you,
For PBA Infrastructure Limited

Ramlal Wadhawan
Chairman and Managing Director
(DIN: 00287661)

Encl : A/A

HELD AT

ON

TIME

MINUTES OF FORTY FOURTH ANNUAL GENERAL MEETING OF PBA INFRASTRUCTURE LIMITED HELD ON FRIDAY, 28TH SEPTEMBER, 2018 AT THE CHEMBUR GYMKHANA, PHASE II, 16TH ROAD, CHEMBUR, MUMBAI – 400 071 AT 12.30 P.M.

PRESENT :

Mr. Ramlal Wadhawan	-	Chairman & Managing Director
Mr. Narain Belani	-	Whole Time Director
Ms. Sujata Dhananjay Athavale	-	Women Director
Mr. Anil Ramakant Parvatkar	-	Independent Director

Besides Ms. Jacintha Castelino, Practising Company Secretary and 31 members were personally present.

Mr. Ramlal Wadhawan, Chairman & Managing Director of the Board, took the chair and welcomed the shareholders. After ascertaining that the requisite quorum for the meeting was present, called the meeting to order.

With the permission of the members present the notice of the meeting was taken as read.

The members were informed that the Company had extended the e-voting facility to the shareholders of the Company in respect of the business to be transacted at the Annual General Meeting pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. The e-voting commenced on Tuesday, 25th September, 2018 (10.00 a.m.) and ended on Thursday, 27th September, 2018 (5.00 p.m.) and the Scrutinizer appointed to scrutinize the e-voting process has submitted her report.

The Members were urged to register their email ids to enable the Company to implement the "Green Initiative in the Corporate Governance" introduced by the Ministry of Corporate Affairs (MCA).

The Members were informed that apart from e-voting, the Company also gave the option of physical balloting to all the shareholders who could not avail the e-voting facility and the ballot papers will be available for distribution in the hall. Ms. Jacintha Castelino and Ms. Rani Jha were appointed as the Scrutinizers for conducting physical balloting in accordance with the provisions of section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014. Thereafter it was informed that the results of the voting on all the 4 resolutions as mentioned in the Notice of the 44th Annual General Meeting would be announced aggregating both the e-voting and physical balloting.

Then, the physical poll process was started. 1 (one) No. empty ballot box were shown by the Scrutinizers appointed for conducting the ballot process to the members and thereafter the same were sealed and kept on the dais. The ballot papers were distributed to the members for taking poll.

After all the members had cast their votes and put the ballot papers into the ballot box, the ballot box were handed over to the scrutinizers for furnishing their report to the Chairman.

The Chairman stated that the combined results of voting would be declared by Mr. Ramlal Wadhawan, Chairman and Managing Director of the Company on 28th September, 2018 at 4.00 p.m. at the Registered Office of the Company.


CHAIRMAN'S INITIALS

HELD AT ON TIME

The Chairman authorized Ms. Jacintha Castelino, Practising Company Secretary to take all necessary action in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman thanked the members for their participation in the proceedings and the members thanked the Chairman for the conduct of the proceedings.

Resolution Nos. 1 to 4 as given in the Notice of the 44 th Annual General Meeting		Particulars of votes cast					
		Electronic Voting		Poll		Voting Result	
		Nos.(A)	%	Nos.(B)	%	Nos.(A+B)	%
1. Adoption of Audited Financial Statements for the year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date with the reports of the Board of Directors and Auditors thereon	Votes cast in favour	3130	0.08	4089945	99.92	4093075	100
	Votes cast against	0	0.00	0	0.00	0	0.00
	Invalid votes	0	0.00	0	0.00	0	0.00
2. Re-appointment of Mr. Narain Pirimal Belani (Whole time Director) (DIN: 02395693), who retires by Rotation in terms of Section 152(6) of the Companies Act, 2013 and is eligible for Re-appointment	Votes cast in favour	3130	0.08	4089945	99.92	4093075	100
	Votes cast against	0	0.00	0	0.00	0	0.00
	Invalid votes	0	0.00	0	0.00	0	0.00
3. Appointment of Mr. Anil Ramakant Parvatkar as Independent Director of the company.	Votes cast in favour	3130	0.08	4089945	99.92	4093075	100
	Votes cast against	0	0.00	0	0.00	0	0.00
	Invalid votes	0	0.00	0	0.00	0	0.00



 CHAIRMAN'S INITIALS

HELD AT ON TIME

4. De-Listing of shares from NSE.	Votes cast in favour	3130	0.08	4089945	99.92	4093075	100
	Votes cast against	0	0.00	0	0.00	0	0.00
	Invalid votes	0	0.00	0	0.00	0	0.00

Mr. Ramlal Wadhawan, Chairman of the Meeting, stated that all the above resolutions were approved and passed with requisite majority.

The Resolutions for the Business as set out in Item Nos. 1 to 4 in the Notice of the 44th Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 44th Annual General Meeting of the Members held on 28th September, 2018.

RESOLUTION NO. 1 : ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018 INCLUDING THE AUDITED BALANCE SHEET AS AT MARCH 31, 2018 AND THE STATEMENT OF PROFIT AND LOSS ACCOUNT AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:

“RESOLVED THAT the Audited Financial Statements, this consists of Audited Balance Sheet of the Company as at March 31, 2018 and the Statement of Profit and Loss Account and Cash Flow Statement alongwith necessary explanatory notes attached to and forming part of annual financial statements for the year ended on March 31, 2018 and the reports of the Board of Directors and Auditors thereon as placed before the meeting be and are hereby received, considered and adopted.

FURTHER RESOLVED THAT Mr. Ramlal Wadhawan, Chairman and Managing Director of the Company be and are hereby authorised to file the Annual Accounts of the Company with the Registrar of Companies.”

RESOLUTION NO. 2 : RE-APPOINTMENT OF MR. NARAIN PIRIMAL BELANI (WHOLE TIME DIRECTOR) (DIN: 02395693), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND IS ELIGIBLE FOR RE-APPOINTMENT:

“RESOLVED THAT Mr. Narain Pirimal Belani (Whole time Director) (DIN: 02395693), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.”


CHAIRMAN'S INITIALS

HELD AT ON TIME

RESOLUTION NO. 3 : APPOINTMENT OF MR. ANIL RAMAKANT PARVATKAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions , if any of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, subject to the approval of the shareholders at the Annual General Meeting, Mr. Anil Ramakant Parvatkar (DIN: 06474258) who meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from 30th May, 2018 up to 29th May, 2023.

FURTHER RESOLVED THAT the Chairman & Managing Director be and is hereby authorized to sign and submit the letter of appointment to Mr. Anil Ramakant Parvatkar and be authorized to sign and submit the Form DIR-12 to the ROC, Mumbai.”

RESOLUTION NO. 4 : DE-LISTING OF EQUITY SHARES FROM THE NATIONAL STOCK EXCHANGE:

“RESOLVED THAT pursuant to the provisions of the SEBI (Delisting of Equity Share) Regulations, 2009 and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, Listing Regulations and Listing Agreement, Central Listing Authority and any other such consent, approval and any directions or modifications as may be issued by any regulating authorities, the consent of the members of the Company be and is hereby granted to the Board of Directors of the Company for Voluntary Delisting of Equity Shares from the National Stock Exchange of India.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to accept any terms and conditions as may be imposed by the Stock Exchanges, Central Listing Authority, SEBI or any regulating authorities and to settle all the questions and matters arising out of and incidental to the proposed voluntary delisting of the equity shares of the Company from the above said stock exchanges and to take all necessary steps including execution of all writings, which the Board, in its absolute discretion consider necessary, proper or expedient for giving effect to the above said resolution”

All the above resolutions, which were put to vote were accordingly declared as passed by requisite majority.

The meeting then stood concluded with a vote of thanks to the Chair.

Place : Mumbai

Date : 29.09.2018


CHAIRMAN

CHAIRMAN'S INITIALS

PBA INFRASTRUCTURE LIMITED
CIN : L45200MH1974PLC017653
 Regd office : 611/3, V.N. Purav Marg, Chembur (East), Mumbai - 400 071
 Tel : 022 – 61277200/01/02. Fax : 022 – 61277203
 Website : www.pbainfra.com E-mail id : pbamumbai@gmail.com

Disclosure in terms of Regulation 44(3) of the SEBI (LODR), 2015 in relation to Annual General Meeting of the Company :

Sr. No.	Description	Particulars
1	Date of Annual General Meeting	28.09.2018
2	Total No. of Shareholders as on record date i.e. 21st September, 2018	11945
3	No. of shareholders present in the meeting either in person or through proxy	31
	• Promoters and Promoter Group	1
	• Public	30
4	No. of shareholders attended the meeting through Video Conferencing	NOT APPLICABLE
	• Promoters and Promoter Group	-
	• Public	-

Details of the results on each item of AGM Notice :

- 1 **Adoption of Audited Financial Statements for the year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date with the reports of the Board of Directors and Auditors thereon:**

Resolution required : Ordinary Resolution					Mode of Voting : E-voting & Poll		
Promoter / Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	7384255	3959785	53.62	3959785	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - Others	3113607	133290	4.28	133290	0	100	0
Total	10497862	4093075	38.99	4093075	0	100	0

- 2 **Re-appointment of Mr. Narain Pirimal Belani (Whole time Director) (DIN: 02395693), who retires by Rotation in terms of Section 152(6) of the Companies Act, 2013 and is eligible for Re-appointment:**

Resolution required : Ordinary Resolution					Mode of Voting : E-voting & Poll		
Promoter / Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	7384255	3959785	53.62	3959785	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - Others	3113607	133290	4.28	133290	0	100	0
Total	10497862	4093075	38.99	4093075	0	100	0

3 APPOINTMENT OF MR.ANIL RAMAKANT PARVATKAR AS INDEPENDENT DIRECTOR:

Resolution required : Ordinary Resolution					Mode of Voting : E-voting & Poll		
Promoter / Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	7384255	3959785	53.62	3959785	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - Others	3113607	133290	4.28	133290	0	100	0
Total	10497862	4093075	38.99	4093075	0	100	0

4 DE-LISTING OF SHARES FROM NATIONAL STOCK EXCHANGE :

Resolution required : Special Resolution					Mode of Voting : E-voting & Poll		
Promoter / Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	7384255	3959785	53.62	3959785	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - Others	3113607	133290	4.28	133290	0	100	0
Total	10497862	4093075	38.99	4093075	0	100	0

By Order of the Board of Directors
PBA Infrastructure Limited



Ramlal Wadhawan
Chairman and Managing Director
(DIN: 00287661)

Place : Mumbai
Date : 28.09.2018


SCRUTINIZER'S REPORT
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014)

To,
The Chairman / Managing Director,
PBA Infrastructure Limited,
611/3, V.N. Purav Marg,
Chembur (East),
Mumbai - 400 071.

Dear Sir,

1. I, Jacintha Castelino, a Company Secretary in Practice, have been appointed by the Board of Directors of PBA Infrastructure Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice (hereinafter referred to as the "resolutions") of the 44th Annual General Meeting (AGM) of the members of the Company held on Friday, 28th September, 2018 at 12.30 p.m. at The Chembur Gymkhana, Phase II, 16th Road, Chembur, Mumbai - 400 071.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 44th AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

For JC & Associates
Company Secretaries


Jacintha Castelino
Proprietor

~~MS 30187~~ COP. 12162
FCS 9798

3. Further to the above, I submit my reports as under:-

- (i) The e-voting period remained open from Tuesday, 25th September, 2018 (10.00 a.m.) and ended on Thursday, 27th September, 2018 (5.00 p.m.)
- (ii) The members of the Company as on the "cut-off" date i.e. Friday, 21st September, 2018 were entitled to vote on the resolutions (Items No.1 to 4 as set out in the Notice of the 44th AGM of the Company)
- (iii) The votes cast were unblocked on 29th September, 2018 at 4.00 p.m. in the presence of 2 witnesses, Ms. Rani Jha and Ms. Bhavika Dabhi who are not in the employment of the Company.
- (iv) Thereafter the details containing inter alia, list of Equity Shareholders who voted "for"/"against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com/> and based on such reports generated, the result of the e-voting is as under:

Item No : 1

Ordinary Resolution - Adoption of Audited Financial Statements for the year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date with the reports of the Board of Directors and Auditors thereon:

(i) Voted in favour of the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
35	4093075	100

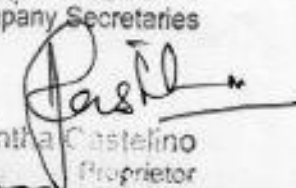
(ii) Voted against the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	0

(iii) Invalid Votes

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	0

For JC & Associates
Company Secretaries


Jacintha Castelino
Proprietor

~~1234567~~ COP 12162

FCS 9798

Item No : 2

Ordinary Resolution - Re-appointment of Mr. Narain Pirimal Belani (Whole time Director) (DIN: 02395693), who retires by Rotation in terms of Section 152(6) of the Companies Act, 2013 and is eligible for Re-appointment:

(i) Voted in favour of the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
35	4093075	100

(ii) Voted against the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	0

(iii) Invalid Votes

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	0

Item No : 3

Special Resolution - Appointment of Mr. Anil Ramakant Parvatkar as an Independent Director of the Company:

(i) Voted in favour of the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
35	4093075	100

(ii) Voted against the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	0

(iii) Invalid Votes

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	0

For JC & Associates
Company Secretaries


Jacintha Castelfino
Proprietor
AC20201 / COP. 12162
FCS 9798

Item No : 4

Special Resolution – De-listing of Equity Shares from the National Stock Exchange.

(i) Voted in favour of the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
35	4093075	100

(ii) Voted against the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	0

(iii) Invalid Votes

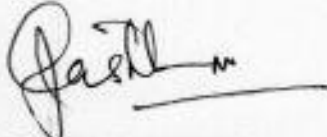
No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	0

27 shareholders have cast their vote holding 4089945 shares by way of ballot papers and 8 shareholders have cast their vote holding 3130 shares by way of E-voting. All the resolutions stand passed with requisite majority.

The Poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

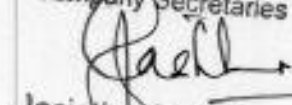
Yours faithfully,
**FOR JC & ASSOCIATES
COMPANY SECRETARIES**



**JACINTHA CASTELINO
COMPANY SECRETARY
C.O.P : 12162
FCS: 9798**

Place : Mumbai
Date : 29.09.2018



**For JC & Associates
Company Secretaries**



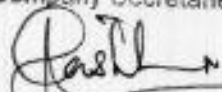
**Jacintha Castelino
Proprietor
COP. 12162**

FCS 9798

We the undersigned witness that the votes in respect of e-voting of shareholders of "PBA Infrastructure Limited" were unblocked from e-voting website of CDSL in our presence on 29th September, 2018 at 4.00 p.m.

<p><u>Witness No. 1</u> Name : Rani Jha Address : A/402, Pratham Apartment, Bldg No. 8, Pareira Housing Complex, Virar East, Thane – 401 305</p>	<p>Signature :</p> 
<p><u>Witness No. 2</u> Name : Bhavika Dabhi Address : Room No. 19/B Bazar Galli Khar Danda, Khar (West) Mumbai – 400 052</p>	<p>Signature :</p> 

For JC & Associates
Company Secretaries



Jacintha Castelino
- Proprietor
23301 / COP. 12162

FCS 9798