



PBA INFRASTRUCTURE LTD.

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

PBA: SE: 2019

Date: 15.06.2019

To, Bombay Stock Exchange Limited, 25 th Floor, P. J. Towers, Dalal Street, Mumbai – 400 001.	To, National Stock Exchange of India Ltd., Exchange Plaza, Plot No. C/1 G-Block , Bandra Kurla Complex Bandra – East, Mumbai- 400051
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Sub: Outcome of Board Meeting held on Saturday 15th June, 2019.

Ref: PBA Infrastructure Limited / Scrip Code: 532676, ISIN: INE160H01019

Dear Sir / Madam,

With reference to the above captioned subject, we wish to intimate your esteemed Exchange that as decided in the Meeting of Board of Directors of the Company held today i.e. Saturday, 15th June, 2019 for which intimation was already given to you.

1. Appointed Mr. Yudhishter Lal Gadi (DIN No 08475917) as an Independent Director of the Company for a period of 5 Years, w.e.f.15.06.2019. (Brief Profile-Annexure-1).
2. We confirm that Mr. Yudhishter Lal Gadi is not related to any of the Directors of the Company and pursuant to Regulation 25 of SEBI (LODR) Regulation, 2015 and section 149 of the Companies Act, 2013, the Company also received declaration of independence from him.
3. WHEREAS subject to the approval of members in upcoming General Meeting, the approval of Board of Directors of the Company be and is hereby accorded to change the designation of Mr. Munish Rajesh Wadhawan (DIN: 03558667) from Additional Director to Whole Time Director of the Company with effect from 15.06.2019.
4. Appointed M/s Vijay Shah & Co as Internal Auditors of the Company for financial Year 2019-20.

The Meeting of Board of Directors held today commenced at 4.00pm and Conclude at 5.00pm.

We request you to kindly take note of the same and oblige.

Yours faithfully,

FOR PBA INFRASTRUCTURE LIMITED

**NARAIN PIRIMAL BELANI
MANAGING DIRECTOR
DIN: 02395693**





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BRIEF PROFILE OF INDEPENDENT DIRECTOR, TERMS AND CONDITIONS OF APPOINTMENT.

Brief Profile: - Mr. Yudhishter Lal Gadi

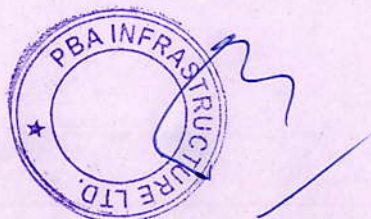
Name	Yudishter lal Gadi
DIN	08475917
D.O.B	20/10/1935
Age	84 Years
Address	Plot no.25 and 27, Flat No. A1204 , Meridian Apartment, Sector-6, Nerul (West) Navi Mumbai Maharashtra - 400706.
Education	Bsc, BE(Honr's) Civil Engg.
Brief profile	He has retired from Military Engineering Services of Ministry of Defence after servicing 33 years from the post of Superintending Engineer. He has good exposure and experience in the field of Civil Engineering and Construction activities. He has successfully executed various projects such as highway, Roads, and Bridges as Chief Projects Manager/ in charge.

TERMS AND CONDITIONS OF APPOINTMENT:

1. Terms of Appointment:- Pursuant to the provisions of Section 149 of the Companies Act, 2013 and provisions of the Listing Obligations and Disclosure Requirements, (SEBI) 2015, the Independent Director is appointed for a period of Five (5) Years, with effect from 15th June, 2019 to 14th June, 2024. The Independent Director is not liable to retire by rotation as per the provisions of Section 149(13) of the Companies Act, 2013.

Mr. Yudhishter Lal Gadi, (DIN: 08475917), a Non-Executive Director appointed as an Additional Director w.e.f 15th June, 2019, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(7) of the Act, he and is hereby appointed as an Independent Director of the Company, subject to the approval of members in the ensuing Annual General Meeting, to hold office for Five consecutive years, with effect from 15th June, 2019 to 14th June, 2024 .

2. Duties: - In addition to his role as a Director, The Board may nominate Independent Director as the Chairman/ Member of other Board Committees, as it may deem fit from time to time.





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3. Expectation of the Board from the appointed Directors:- As a Non- Executive Independent Director you are expected to bring objectivity and independence of view to the Board's discussion and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as enduring high standard of corporate governance.

4. Code of Business Ethics: - The Board has put in place a Code of Business ethics. An annual affirmation of compliance is required to be provided by the Independent Director of the same. The same has been received and recorded.

5. Remuneration: - Directors are entitled to a sitting fee for every meeting of the Board/ Committee of Board. The amount of sitting fees shall be as decided by the Board from time to time as deemed fit. The board may prescribe any further duties and responsibilities, including as per the provisions of the applicable regulations.

