

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 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 45th Annual General Meeting (AGM) of the members of the Company held on Saturday, 28th September, 2019 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 45th 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 Link Intime India Private Limited (LIPL), the authorized agency to provide e-voting facilities, engaged by the Company.



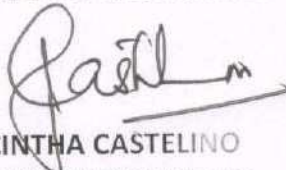
3. Further to the above, I submit my reports as under:-

- (i) The e-voting period remained open from Wednesday, 25th September, 2019 (10.00 a.m.) and ended on Friday, 27th September, 2019 (5.00 p.m.)
 - (ii) The members of the Company as on the "cut-off" date i.e. Saturday, 21st September, 2019 were entitled to vote on the resolutions (Items No.1 to 7 as set out in the Notice of the 45th AGM of the Company)
 - (iii) The votes cast were unblocked on 28th September, 2019 at 3.30 p.m. in the presence of 2 witnesses, Mr. Fredrick Monteiro 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 Link Intime India Private Limited (LIPL) i.e. <https://instavote.linkintime.co.in> and based on such reports generated, the result of the e-voting is as per the Format enclosed in Annexure I :
4. Total 33 shareholders have cast their vote holding 610267 shares by way of ballot papers and vote holding 30967 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,


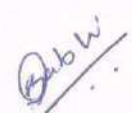
Yours faithfully,
FOR JC & ASSOCIATES
COMPANY SECRETARIES


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



Place : Mumbai
Date : 30.09.2019

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 Link Intime India Private Limited in our presence on 28th September, 2019 at 3.30 p.m.

<p><u>Witness No. 1</u> Name : Fredrick Monteiro Address : 7/4, A Group, Shivaji Nagarm Vakola Bridge, Santacruz (East), Mumbai - 400055</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> 



Format for Voting Results

Date of the AGM	: 28.09.2019
Total Number of Shareholders on record date	: 11800
No. of Shareholders present in the meeting either in person or through proxy	: 33
Promoters and Promoters Group	: 3
Public	: 30
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoters Group	: 0
Public	: 0

Agenda-wise disclosure (to be disclosed separately for each Agenda Item) : Item 1
 1 Adoption of Audited Financial Statements for the year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 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 / Special				Ordinary				
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?				Not Interested				
Category	Mode of Voting	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	E-Voting		0		0	0	0	0
	Poll		532585		532585	0	100	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	7384255	532585	Not Applicable	532585	0	100	0
Public - Institutions	E-Voting		0		0	0	0	0
	Poll		0		0	0	0	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	805031	0	Not Applicable	0	0	0	0
Public - Non Institutions	E-Voting		30967		30967	0	100	0
	Poll		77682		77682	0	100	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	5311276	108649	Not Applicable	108649	0	100	0
Total		13500562	641234		641234	0	100	0

Agenda-wise disclosure (to be disclosed separately for each Agenda Item) : Item 2
 2 Re-appointment of Mrs. Sujata Athavale (Women Director) (Din: 07601500), who retires by Rotation in terms of Section 152(6) of the Companies Act, 2013 and is eligible for Re-appointment:

Resolution required : Ordinary / Special				Ordinary				
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?				Not Interested				
Category	Mode of Voting	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	E-Voting		0		0	0	0	0
	Poll		532585		532585	0	0	0
	Postal Ballot (if applicable)		0		0	0	100	0
	Total	7384255	532585	Not Applicable	532585	0	0	0
Public - Institutions	E-Voting		0		0	0	0	0
	Poll		0		0	0	0	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	805031	0	Not Applicable	0	0	0	0
Public - Non Institutions	E-Voting		30967		30967	0	100	0
	Poll		77682		77682	0	0	0
	Postal Ballot (if applicable)		0		0	0	100	0
	Total	5311276	108649	Not Applicable	108649	0	0	0
Total		13500562	641234		641234	0	100	0



Agenda-wise disclosure (to be disclosed separately for each Agenda Item) : Item 3
 3 To ratify the appointment of M/s R V Luharuka & CO LLP, Chartered Accountants, Mumbai (FRN No. 105662W/W00174, ICAI Membership No.031765, as Statutory auditors of the Company and fix their remuneration:

Resolution required : Ordinary / Special				Ordinary				
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?				Not Interested				
Category	Mode of Voting	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	E-Voting Poll		0		0	0	0	0
	Postal Ballot (if applicable)		532585		532585	0	100	0
	Total	7384255	532585	Not Applicable	532585	0	100	0
Public - Institutions	E-Voting Poll		0		0	0	0	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	805031	0	Not Applicable	0	0	0	0
Public - Non Institutions	E-Voting Poll		30967		30967	0	100	0
	Postal Ballot (if applicable)		77682		77682	0	100	0
	Total	5311276	108649	Not Applicable	108649	0	100	0
Total		13500562	641234		641234	0	100	0

Agenda-wise disclosure (to be disclosed separately for each Agenda Item) : Item 4
 4 Appointment of Mrs. Shalu Raajesh Khanna (DIN: 08292904) as an Independent Director of the Company.

Resolution required : Ordinary / Special				Special				
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?				Not Interested				
Category	Mode of Voting	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	E-Voting Poll		0		0	0	0	0
	Postal Ballot (if applicable)		532585		532585	0	100	0
	Total	7384255	532585	Not Applicable	532585	0	100	0
Public - Institutions	E-Voting Poll		0		0	0	0	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	805031	0	Not Applicable	0	0	0	0
Public - Non Institutions	E-Voting Poll		30967		30967	0	100	0
	Postal Ballot (if applicable)		77682		77682	0	100	0
	Total	5311276	108649	Not Applicable	108649	0	100	0
Total		13500562	641234		641234	0	100	0

Agenda-wise disclosure (to be disclosed separately for each Agenda Item) : Item 5
 5 Appointment of Mr. Yudhishter Lal Gadi (DIN: 08475917) Aged 84 Years as an Independent Director of the Company.

Resolution required : Ordinary / Special				Special				
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?				Not Interested				
Category	Mode of Voting	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	E-Voting Poll		0		0	0	0	0
	Postal Ballot (if applicable)		532585		532585	0	100	0
	Total	7384255	532585	Not Applicable	532585	0	100	0
Public - Institutions	E-Voting Poll		0		0	0	0	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	805031	0	Not Applicable	0	0	0	0
Public - Non Institutions	E-Voting Poll		30967		30967	0	100	0
	Postal Ballot (if applicable)		77682		77682	0	100	0
	Total	5311276	108649	Not Applicable	108649	0	100	0
Total		13500562	641234		641234	0	100	0



Agenda-wise disclosure (to be disclosed separately for each Agenda Item) : Item 6
 6 Change of Designation of Mr. Narain P. Belani (DIN: 02395693) Aged 71 Years from the Whole Time Director to Managing Director of the w.e.f. from 30th May, 2019.

Resolution required : Ordinary / Special				Ordinary				
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?				Not Interested				
Category	Mode of Voting	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	E-Voting		0		0	0	0	0
	Poll		532585		532585	0	100	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	7384255	532585	Not Applicable	532585	0	100	0
Public - Institutions	E-Voting		0		0	0	0	0
	Poll		0		0	0	0	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	805031	0	Not Applicable	0	0	0	0
Public - Non Institutions	E-Voting		30967		30967	0	100	0
	Poll		77682		77682	0	100	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	5311276	108649	Not Applicable	108649	0	100	0
Total		13500562	641234		641234	0	100	0

Agenda-wise disclosure (to be disclosed separately for each Agenda Item) : item 7
 7 Change of Designation of Mr. Munish Wadhawan (DIN: 03558667) from additional Director to Whole time Director of the Company w.e.f. from 15th June, 2019.

Resolution required : Ordinary / Special				Ordinary				
Whether Promoter / Promoter Group are interested in the Agenda / Resolution ?				Not Interested				
Category	Mode of Voting	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	E-Voting		0		0	0	0	0
	Poll		532585		532585	0	100	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	7384255	532585	Not Applicable	532585	0	100	0
Public - Institutions	E-Voting		0		0	0	0	0
	Poll		0		0	0	0	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	805031	0	Not Applicable	0	0	0	0
Public - Non Institutions	E-Voting		30967		30967	0	100	0
	Poll		77682		77682	0	100	0
	Postal Ballot (if applicable)		0		0	0	0	0
	Total	5311276	108649	Not Applicable	108649	0	100	0
Total		13500562	641234		641234	0	100	0

