



PBA INFRASTRUCTURE LTD.

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

PBA:ST:2016

Date : 03.10.2016

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 30.09.2016

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), please find enclosed the following :

1. Minutes of the Annual General Meeting held on Friday, 30th September, 2016 at 10.30 a.m. at The Chembur Gymkhana, Phase I, 16th Road, Chembur, Mumbai - 400 071.
2. Voting Details of AGM held on 30.09.2016 under Regulation 44(3) of SEBI (LODR).
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 & Managing Director
(DIN: 0028766)

Encl : A/A



PBA INFRASTRUCTURE LTD.

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ISO 14001:2004
ISO 18001:2007

PBA:ST:2016

Date : 03.10.2016

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 30.09.2016 under Regulation 44(3) of SEBI (LODR).

Dear Sir,

In terms of Regulation 44(3) of SEBI (LODR), we send herewith details in the prescribed format regarding the voting results of the 42nd Annual General Meeting of the Company held on 30th September, 2016. All the resolutions as contained in the Notice dated 30th May, 2016 have been passed with requisite majority.

The Scrutinizer's Report regarding the E-voting results of the 42nd Annual General Meeting of the Company held 30th September, 2016 is also enclosed herewith.

You are requested to take the same on record.

Thanking you,
For PBA Infrastructure Limited

Ramlal Wadhawan
Chairman & Managing Director
(DIN: 0028766)

Encl : A/A



PBA INFRASTRUCTURE LTD.

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

PBA:CD:2016

Date : 03.10.2016

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 30.09.2016 under Regulation 44(3) of SEBI (LODR).

Dear Sir,

In terms of Regulation 44(3) of SEBI (LODR), we send herewith details in the prescribed format regarding the voting results of the 42nd Annual General Meeting of the Company held on 30th September, 2016. All the resolutions as contained in the Notice dated 30th May, 2016 have been passed with requisite majority.

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You are requested to take the same on record.

Thanking you,
For PBA Infrastructure Limited

Ramlal Wadhawan
Chairman & Managing Director
(DIN: 0028766)

Encl : A/A



PBA INFRASTRUCTURE LTD.

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

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) in relation to Annual General Meeting of the Company :

Sr. No.	Description	Particulars
1	Date of Annual General Meeting	30.09.2016
2	Total No. of Shareholders as on record date i.e. 23rd September, 2016	13304
3	No. of shareholders present in the meeting either in person or through proxy	30
	• Promoters and Promoter Group	4
	• Public	26
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 :

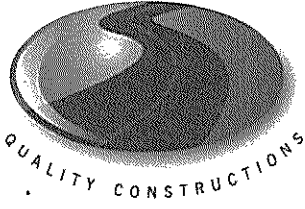
- 1 Adoption Of Audited Financial Statements For The Year Ended March 31, 2016 Including The Audited Balance Sheet As At March 31, 2016 And The Statement Of Profit And Loss For The Year Ended On That Date With The Reports Of The Board Of Directors And Auditors Thereon :

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	7468595	4727091	63.29	4727091	0	100	0
Public - Institutional Holders	0	0	0.00	0	0	0	0
Public - Others	6031967	26268	0.44	26268	0	100	0
Total	13500562	4753359	35.21	4753359	0	100	0

- 2 Appointment of Mrs. Sujata Athavale (Women Director) (DIN 07601500) :

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	7468595	4727091	63.29	4727091	0	100	0
Public - Institutional Holders	0	0	0.00	0	0	0	0
Public - Others	6031967	26268	0.44	26268	0	100	0
Total	13500562	4753359	35.21	4753359	0	100	0

Am



ISO 9001:2000

- 3 Ratification Of Appointment Of Ajay B.Garg, Chartered Accountants, (ICAI Membership No : 032538) Mumbai As Auditors Of The Company For A Term Of 3 Years i.e. Till The Conclusion Of The 43rd Annual General Meeting (AGM):

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	7468595	4727091	63.29	4727091	0	100	0
Public - Institutional Holders	0	0	0.00	0	0	0	0
Public - Others	6031967	26268	0.44	26268	0	100	0
Total	13500562	4753359	35.21	4753359	0	100	0

By Order of the Board of Directors
PBA Infrastructure Limited

Ramlal Wadhawan

Ramlal Wadhawan
Chairman & Managing Director
(DIN: 0028766)

Place : Mumbai
Date : 01.10.2016

HELD AT _____ ON _____ TIME _____

MINUTES OF FORTY SECOND ANNUAL GENERAL MEETING OF PBA INFRASTRUCTURE LIMITED HELD ON FRIDAY, 30th SEPTEMBER, 2016 AT THE CHEMBUR GYMKHANA, PHASE I, 16TH ROAD, CHEMBUR, MUMBAI - 400071 AT 10.30 A.M.

PRESENT :

Mr. Ramlal Wadhawan	Chairman & MD
Mr. Narain Belani	Whole Time Director
Mrs. Sujata Athavale	Director

Besides Ms. Jacintha Castelino, Practising Company Secretary and 30 members were personally present.

Mr. Ramlal Wadhawan, Chairman and Managing Director of the Board, took the chair and 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, 27th September, 2016 (10.00 a.m.) and ended on Thursday, 29th September, 2016 (5.00 p.m.) and the Scrutinizer appointed to scrutinize the e-voting process has submitted her report.

The Chairman requested Ms. Jacintha Castelino to read his Chairman's address.

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. Savia Gomes 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 3 resolutions as mentioned in the Notice of the 42nd Annual General Meeting would be announced aggregating both the e-voting and physical balloting.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

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 & Managing Director of the Company on 3rd October, 2016 at 4.00 p.m. at the Registered Office of the Company.

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 3 as given in the Notice of the 42 nd 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, 2016 Including The Audited Balance Sheet As At March 31, 2016 And The Statement Of Profit And Loss For The Year Ended On That Date With The Reports Of The Board Of Directors And Auditors Thereon.	Votes cast in favour	0	0.00	4753359	100%	4753359	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. Appointment Of Mrs. Sujata Athavale (Women Director) (DIN 07601500).	Votes cast in favour	0	0.00	4753359	100%	4753359	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 _____

3.Ratification of appointment of M/s Ajay B.Garg, Chartered Accountants, (ICAI Membership No. 032538), Mumbai As Auditors Of The Company For A Term Of 3 Years i.e. Till The Conclusion Of The 43rd Annual General Meeting (AGM)	Votes cast in favour	0	0.00	4753359	100%	4753359	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 3 in the Notice of the 42nd Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 42nd Annual General Meeting of the Members held on 30th September, 2016.

RESOLUTION NO. 1 : ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 INCLUDING THE AUDITED BALANCE SHEET AS AT MARCH 31, 2016 AND THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON :

“RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss for the year ended on that date with the reports of the Board of Directors and Auditors thereon be and are hereby adopted.

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

RESOLUTION NO. 2 : APPOINTMENT OF MRS. SUJATA ATHAVALE (WOMAN DIRECTOR) (DIN 07601500) :

“RESOLVED THAT Mrs. Sujata Athavale (Woman Director) (DIN 07601500) and who was appointed as an Additional Director of the Company by the Board of Directors and who ceased to hold office under section 161 of the Companies Act, 2013 on the date of this meeting and in respect of whom the Company has received a notice under section 160 in writing from the member proposing her candidature for the office of director, be and is hereby elected and


CHAIRMAN'S INITIALS

HELD AT _____

ON _____

TIME _____

appointed as a Director of the company liable to retirement by rotation."

RESOLUTION NO. 3 : RATIFICATION OF APPOINTMENT OF M/S AJAY B. GARG, CHARTERED ACCOUNTANTS, (ICAI MEMBERSHIP NO. 032538), MUMBAI AS AUDITORS OF THE COMPANY FOR A TERM OF 3 YEARS I.E. TILL THE CONCLUSION OF THE 43RD ANNUAL GENERAL MEETING (AGM):

"**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors and pursuant to the approval sought from the Members at the 40th Annual General Meeting (AGM), the Company hereby ratifies the appointment of M/s Ajay B. Garg, Chartered Accountants, Mumbai (ICAI Membership No. 032538) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 43rd AGM of the Company to be held in the year 2017 at a remuneration to be determined by the Board of Directors of the Company."

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 : 03.10.2016

Manoj G.
CHAIRMAN

CHAIRMAN'S INITIALS

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 42nd Annual General Meeting (AGM) of the members of the Company held on Friday, 30th September, 2016 at 10.30 a.m. at The Chembur Gymkhana, Phase I, 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 42nd 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.



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

- (i) The e-voting period remained open from Tuesday, 27th September, 2016 (10.00 a.m.) and ended on Thursday, 29th September, 2016 (5.00 p.m.)
- (ii) The members of the Company as on the "cut-off" date i.e. Friday, 23rd September, 2016 were entitled to vote on the resolutions (Items No.1 to 3 as set out in the Notice of the 42nd AGM of the Company)
- (iii) The votes cast were unblocked on 1st October, 2016 at 4.00 p.m. in the presence of 2 witnesses, Ms. Savia Gomes and Ms. Ruchi Modi 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, 2016 Including The Audited Balance Sheet As At March 31, 2016 And The Statement Of Profit And Loss 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
30	4753359	100%

(ii) Voted against the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	NOT APPLICABLE

(iii) Invalid Votes

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	NOT APPLICABLE



Item No : 2

Ordinary Resolution - Appointment of Mrs. Sujata Athavale (Women Director) (Din 07601500) :

(i) Voted in favour of the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
30	4753359	100%

(ii) Voted against the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	NOT APPLICABLE

(iii) Invalid Votes

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	NOT APPLICABLE

Item No : 3

Ordinary Resolution - RATIFICATION of APPOINTMENT OF M/S AJAY B. GARG, CHARTERED ACCOUNTANTS, (ICAI MEMBERSHIP NO. 032538), MUMBAI as AUDITORS of the Company for a term of 3 years i.e. till the conclusion of the 43rd ANNUAL GENERAL MEETING (AGM):

(i) Voted in favour of the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
30	4753359	100%

(ii) Voted against the resolution

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	NOT APPLICABLE

(iii) Invalid Votes

No. of members voted	No. of votes cast by them	% of total no. of votes cast
0	0	NOT APPLICABLE

30 shareholders have cast their vote holding 47,53,359 shares by way of postal ballot. All the resolutions stand passed with requisite majority.

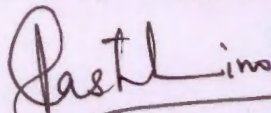


The Poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For JC & Associates
Company Secretaries





Jacintha Castelino
Company Secretary
Proprietor
C.O.P.: 12162
ACS: 33081



Place : Mumbai
Date : 01.10.2016

We the undersigned witness that the votes in respect of e-voting of shareholders of "Gratex Industries Limited" were unblocked from e-voting website of CDSL in our presence on 1st October, 2016 at 4.00 p.m.

<p><u>Witness No. 1</u> Name : SAVIA GOMES Address : F-3 KUMAR SOCIETY, VAKOLA, SANTACRUZ (EAST) MUMBAI - 400055</p>	<p>Signature : </p>
<p><u>Witness No. 2</u> Name : RUCHI MODY Address : 109/B, MANSAROUAR, SATYA NAGAR, BORIVALI- (W). MUMBAI - 400092</p>	<p>Signature : </p>