



PBA INFRASTRUCTURE LTD.

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

PBA:CDSL:2017

Date : 29.09.2017

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 29.09.2017 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 43rd Annual General Meeting of the Company held on 29th September, 2017. All the resolutions as contained in the Notice dated 30th May, 2017 have been passed with requisite majority.

The Scrutinizer's Report regarding the E-voting results of the 43rd Annual General Meeting of the Company held 29th September, 2017 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:2017

Date : 29.09.2017

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 29.09.2017
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 43rd Annual General Meeting of the Company held on 29th September, 2017. All the resolutions as contained in the Notice dated 30th May, 2017 have been passed with requisite majority.

The Scrutinizer's Report regarding the E-voting results of the 43rd Annual General Meeting of the Company held 29th September, 2017 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.

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PBA:SE:2017

Date : 29.09.2017

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 29.09.2017**

**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, 29th September, 2017 at 11.30 a.m. at The Chembur Gymkhana, Phase II, 16th Road, Chembur, Mumbai - 400 071.
2. Voting Details of AGM held on 29.09.2017 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



PBA INFRASTRUCTURE LTD.

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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	29.09.2017
2	Total No. of Shareholders as on record date i.e. 22nd September, 2017	12445
3	No. of shareholders present in the meeting either in person or through proxy	30
	• Promoters and Promoter Group	3
	• Public	27
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, 2017 including the Audited Balance Sheet as at March 31, 2017 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	7123579	4466415	62.70	4466415	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - Others	6376983	347549	5.45	347549	0	100	0
Total	13500562	4813964	35.65	4813964	0	100	0

- 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 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	7123579	4466415	62.70	4466415	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - Others	6376983	347549	5.45	347549	0	100	0
Total	13500562	4813964	35.65	4813964	0	100	0

- 3 Appointment of M/S. R V Luharka & Co LLP as a Statutory Auditor in place of M/S. Ajay B. Garg, Chartered Accountants Mumbai as Auditors of the Company:

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	7123579	4466415	62.70	4466415	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0



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Public - Others	6376983	347549	5.45	347549	0	100	0
Total	13500562	4813964	68.15	4813964	0	100	0

4 Re-appointment of Mr. Ramlal Wadhawan as Managing Director of the Company:

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	7123579	4466415	62.70	4466415	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - Others	6376983	347549	5.45	347549	0	100	0
Total	13500562	4813964	68.15	4813964	0	100	0

5 Re-Appointment of Mr. Narain Pirimal Belani as Whole-Time Director of the Company:

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	7123579	4466415	62.70	4466415	0	100	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - Others	6376983	347549	5.45	347549	0	100	0
Total	13500562	4813964	68.15	4813964	0	100	0

By Order of the Board of Directors
PBA Infrastructure Limited

Ramlal Wadhawan

Ramlal Wadhawan
Chairman and Managing Director
(DIN: 00287661)

Place : Mumbai
Date : 29.09.2017

HELD AT

ON

TIME

MINUTES OF FORTY THIRD ANNUAL GENERAL MEETING OF PBA INFRASTRUCTURE LIMITED HELD ON FRIDAY, 29TH SEPTEMBER, 2017 AT THE CHEMBUR GYMKHANA, PHASE II, 16TH ROAD, CHEMBUR, MUMBAI – 400 071 AT 11.30 A.M.

PRESENT :

Mr. Ramlal Wadhawan Chairman & Managing Director
Mr. Narain Belani Whole Time 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, 26th September, 2017 (10.00 a.m.) and ended on Thursday, 28th September, 2017 (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. Yogita Shivalya 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 5 resolutions as mentioned in the Notice of the 43rd 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.


CHAIRMAN'S INITIALS

HELD AT ON TIME

The Chairman stated that the combined results of voting would be declared by Mr. Ramlal Wadhawan, Chairman and Managing Director of the Company on 29th September, 2017 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 5 as given in the Notice of the 43 rd 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, 2017 including the Audited Balance Sheet as at March 31, 2017 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	1255	0.03	4813964	99.97	4815219	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 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	Votes cast in favour	1255	0.03	4813964	99.97	4815219	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 M/S. R V Luharuka & Co LLP as a Statutory Auditor in place of M/S. Ajay B. Garg, Chartered Accountants Mumbai as Auditors of the Company	Votes cast in favour	1255	0.03	4813964	99.97	4815219	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. Re-appointment of Mr. Ramlal Wadhawan as Managing Director of the Company	Votes cast in favour	1255	0.03	4813964	99.97	4815219	100
	Votes cast against	0	0.00	0	0.00	0	0.00
	Invalid votes	0	0.00	0	0.00	0	0.00
5. Re-Appointment of Mr. Narain Pirimal Belani as Whole-Time Director of the Company	Votes cast in favour	1255	0.03	4813964	99.97	4815219	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 5 in the Notice of the 43rd Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 43rd Annual General Meeting of the Members held on 29th September, 2017.

RESOLUTION NO. 1 : ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 INCLUDING THE AUDITED BALANCE SHEET AS AT MARCH 31, 2017 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, 2017 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, 2017 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.”


CHAIRMAN'S INITIALS

HELD AT ON TIME

RESOLUTION NO. 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:

“RESOLVED THAT Mrs. Sujata Athavale (Women Director) (DIN: 07601500), 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.”

RESOLUTION NO. 3 : APPOINTMENT OF M/S. R V LUHARUKA & CO LLP AS A STATUTORY AUDITOR IN PLACE OF M/S. AJAY B. GARG, CHARTERED ACCOUNTANTS MUMBAI AS AUDITORS OF THE COMPANY:

“RESOLVED THAT M/s. R V Luharukā & Co LLP, Chartered Accountants, Mumbai (Firm Registration No. 105662W/W100174), be and are appointed as the Auditors of the Company, in place of the retiring auditors M/s. Ajay B. Garg, Chartered Accountants, (ICAI Membership No. 032538) be and is hereby appointed Auditors of the Company from the conclusion of this Annual General Meeting of the Company for the financial year 2016-2017 to the conclusion of Annual General Meeting of the Company for the financial year 2021-2022 (subject to the ratification by the members at every Annual General Meeting held hereafter) and such remuneration as shall be fixed by the Board of Directors.”

RESOLUTION NO. 4 : RE-APPOINTMENT OF MR. RAMLAL WADHAWAN AS MANAGING DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Company be and is hereby accorded to the re-appointment of Mr. Ramlal Wadhawan as Managing Director of the Company w.e.f. 1st October, 2017 on terms and conditions as stated hereunder:

1. Tenure of appointment : From 1st October, 2017 to 30th September, 2020.
2. Remuneration : In the scale of Rs. 6,00,000/- to Rs. 7,00,000/- per month
3. Perquisites / Benefits : All inclusive in the salary as stated above.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Ramlal Wadhawan, remuneration not exceeding the maximum limits prescribed under Section 197 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration) Rules, 2014 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable to give effect to this resolution.”

CHAIRMAN'S INITIALS

HELD AT ON TIME

RESOLUTION NO. 5 : RE-APPOINTMENT OF MR. NARAIN PIRIMAL BELANI AS WHOLE-TIME DIRECTOR OF THE COMPANY:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Company be and is hereby accorded to the re-appointment of Mr. Narain Pirimal Belan as Whole-time Director of the Company w.e.f. 1st October, 2017 on terms and conditions as stated hereunder:

1. Tenure of appointment : From 1st October, 2017 to 30th September, 2020.
2. Remuneration : In the scale of Rs. 4,00,000/- to Rs. 6,00,000/- per month
3. Perquisites / Benefits : All inclusive in the salary as stated above.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Narain Pirimal Belani, remuneration not exceeding the maximum limits prescribed under Section 197 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration) Rules, 2014 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable to give effect to this 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 : 29.09.2017


CHAIRMAN

CHAIRMAN'S INITIALS