

HELD AT _____

ON _____

TIME _____

MINUTES OF THE 40TH ANNUAL GENERAL MEETING OF PBA INFRASTRUCTURE LIMITED HELD ON **30TH SEPTEMBER, 2014**, AT 12.00 P.M. AT THE CHEMBUR GYMKHANA, PHASE II, 16TH ROAD, CHEMBUR MUMBAI-400 071.

PRESENT:

Mr. Ramlal R. Wadhawan : Chairman & Managing Director

Mr. Narain P. Belani : Whole Time Director

Mr. Munish Wadhawan : Director

Mr. Rakesh Kapur : Company Secretary

Chairman:

Mr. Ramlal R. Wadhawan, is appointed as Chairman of the 40th Annual General Meeting as per the provision of Companies Act, 2013.

Quorum:

The Chairman declared that the requisite quorum (33 no. of shareholders) was present and called the meeting to order.

Proxies :

The Chairman informed the Members that the Company has received Nil valid proxies representing Nil Equity Shares. The Chairman stated that these were available for inspection by the Members present.

Notice:

With the consent of the members present, the Notice convening the 40th Annual General Meeting was taken as read.

Directors' Report and Auditors' report:

At the request of the Chairman, the Company Secretary, Mr. Rakesh Kapur read out the Auditors' Report to the Members of the Company for the Year ended 31st March, 2014

After the Auditor's Report had been read, the Chairman informed the shareholders that in accordance with the provisions of the Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement the Company had offered postal ballot and e-voting facilities to the shareholder and that the scrutinizer, Mr. Rakesh Kapur, Company Secretary had already submitted his report thereon all resolutions.

Chairman advised the shareholders that they could seek clarifications, if any, on the audited accounts and on all other subjects, as well.


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The queries raised by the members were replied by the Chairman & Managing Director and Whole Time Director.

In order to provide an opportunity to those members, who had not exercised e-voting /voting through postal ballot, Mr. Ramlal Wadhawan, in his capacity as Chairman, offered conduct of poll by the Scrutinizer on all the resolutions. Chairman announced that those members who had not exercised their votes through e-voting /postal ballot voting could do so through the physical ballot paper in FORM MGT 12 which would be made available to them.

After conclusion of Poll, Chairman announced that the final results of the voting (after consolidating the result of e-voting, postal ballot and poll) would be announced to Bombay Stock Exchange Limited, Mumbai and National Stock Exchange, Mumbai before 4.00 p.m. on 1st October, 2014.

The final results of the voting as announced to Stock Exchange and the resolution passed are as under:

Clause 35A - Conclusion of General Meeting - details regarding voting results

Date of AGM	30 th September, 2014
Total number of shareholders on record date: Cut-off date for e-voting: 23 rd September, 2014	13765
No. of Shareholders present in the meeting either in person or through proxy	33

1. Adoption of Annual Accounts:

	Postal Ballot	E-voting	Poll	Total
Number of Valid votes received	0	1000	1000	1000
Votes in favour of the Resolution	0	1000	1000	1000
Votes against the Resolution	0	0	0	0
Number of Invalid Votes	0	0	0	0
% of votes in favour	0	100	100	100

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 and the Profit & Loss Account for the year ended 31st March, 2014 together with the Schedules and statements annexed thereto and Reports of Directors and Auditors thereon, which have been forwarded to the Members and are now laid before the Meeting, be and the same are hereby approved and adopted."


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2. Appointment of Auditor:

	Postal Ballot	E-voting	Poll	Total
Number of Valid votes received	0	1000	1000	1000
Votes in favour of the Resolution	0	1000	1000	1000
Votes against the Resolution	0	0	0	0
Number of Invalid Votes	0	0	0	0
% of votes in favour	0	100	100	100

“RESOLVED THAT M/s. Ajay B. Garg, Chartered Accountant, Mumbai, the retiring Auditors, be and hereby re-appointed as Statutory Auditor of the Company, to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and the statutory audit fee and other out of pocket expenses payable to them by mutual consent.

Vote of Thanks:

There was no other business the Meeting concluding with the vote of thanks to the Chair.

Place: Mumbai

Date: 01.10.2014

Rajiv K. Garg
Chairman

CHAIRMAN'S INITIALS