



PBA INFRASTRUCTURE LTD.

PBA: BSE: 2022

29th September, 2022

The Manager
BSE LIMITED
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

Sub: Summary of Proceedings of the 48th Annual General Meeting of the Company held on Thursday, 29th September, 2022 pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (Listing Regulations).

Ref: BSE Security Code – 532676 / ISIN - INE160H01019

Dear Sir/Madam,

We hereby inform that the 48th Annual General Meeting of PBA Infrastructure Limited held on Thursday, 29th September, 2022 at 12.30 p.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)

We enclosed herewith summary of proceeding as required under regulation 30 of the Listing Regulations 30, Part A Schedule –III of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

This is for your information and records.

Thanking you,

Yours faithfully,
For PBA Infrastructure Limited

Narain P Belani
Managing Director
DIN: 02395693



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Dear Sir/Madam,
The 48th Annual General Meeting of the PBA Infrastructure Ltd held on Thursday, 29th September, 2022 at 12.30 p.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)

Start Time: 12.30 pm
End Time: 13.15 pm

Attendance at Meeting:-

1. DIRECTORS AND KMP’S PRESENT AT MEETING:

- Mr. Narain P. Belani, Managing Director & CFO
- Mrs. Sujata D. Athavale, Director
- Mrs. Monica M. Talwar, Additional Director
- Mr. Anil R. Parvatkar- Independent Director
- Mrs. Shallu R. Khann, Independent Director
- Mrs. Pooja K. Gandhi Additional Director
- Mr. Swaminath C. Jaiswar, Company Secretary and Compliance Officer

2. SPECIAL INVITEE

Ms. Jacintha Castelino, Secretarial Auditor

3. TOTAL MEMBERS PRESENT AT MEETING:

There were 64 Members present at the Annual Meeting.

4. INTRODUCTION

Mr. Swaminath C. Jaiswar Company Secretary and Compliance officer of the Company welcomed all the members to the 48th Annual General Meeting.

5. QUORUM OF THE MEETING

As the time was 12.30 pm the Managing Director ascertained that the requisite quorum for the meeting was present and declared the meeting to be in order and commenced the proceedings. Since, the 48th AGM was held through Video Conferencing, therefore pursuant to MCA & SEBI Circulars, the facility to appoint proxy to attend or cast vote on behalf of the Members was not available.

6. CHAIRMAN OF THE MEETING

Mr. Narain P. Belani, Managing Director of the Company, took the chair and extended a very warm welcome to everyone present at the 48th Annual General Meeting of the Company.

7. REGISTER AND DOCUMENTS AVAILABLE FOR INSPECTION

The Chairman stated that the register of Directors and other documents were kept open for the inspection for the members till conclusion of the meeting.

8. CHAIRMAN SPEECH

The Chairman informed the Board that the Annual Report for the year 2021-22, along with Directors Report and the Annual Accounts are already with you. With the permission of the Members, the same was taken as read.

9. NOTICE, BOARDS REPORT AND ANNUAL REPORT TO THE MEMBERS

The Chairman informed that the notice convening 48th Annual General Meeting along Balance Sheet as at 31st March, 2022, and the Profit and Loss and Cash Flow Statement for the year ended March, 31, 2022 and the Auditors Report and the Report of the Board of Directors thereon had already been sent by email to the members.

With consent of the members present, the Notice convening the 48th of Annual General Meeting was taken as read.

10. AUDITORS REPORT AND SECRETARIAL REPORT

The Chairman informed the members that as per new companies Act, 2013 and applicable Secretarial Standard II issued by ICSI, the Auditors Report and Secretarial Auditors are required to be read only when there are qualifications or adverse observation or comments in the report.

With consent of the members the same was taken as read.

11. AGENDA ITEMS

After due discussion and deliberations, the following resolutions were transacted at the Annual General Meeting:

| Sr.No. | Particulars | Type of Resolution |
|--------------------------|---|---------------------|
| Ordinary Business | | |
| 1 | To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon. | Ordinary Resolution |
| 2 | To appoint a Director in place of Mr. Narain P. Belani (DIN:02395693) who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment | Ordinary Resolution |
| Special Business | | |

| | | |
|---|---|---------------------|
| 3 | Appointment of Mrs. Pooja Ketan Gandhi (DIN: 09440681) as an Independent Director of the Company. | Special Resolution |
| 4 | Appointment of Mrs. Monica Manoj Talwar (DIN: 09324017) as a Non-Executive Director of the Company. | Ordinary Resolution |
| 5 | Approval of Material Related Party Transactions. | Ordinary Resolution |
| 6 | To approve the re-appointment of Mr. Anil Ramakant Parvatkar (DIN: 0647258) as an Independent Director of the Company for a second term of five consecutive years and in this connection. | Special Resolution |

12. QUESTION & ANSWER SESSION. The Company Secretary provided the members present, with an opportunity to take part in the Question and Answer Session whereby, the members were allowed to seek clarification on any query pertaining to the business items of the AGM.

13. E-VOTING PROCESS

The Company Secretary informed in the meeting that Compliance with rule 20 of the Companies (Management and Administration) Rules, 2014, all the members were given an option of, to vote by means of electronics on all the resolutions of the notice using M/s Link Intime India Private Ltd (LIPL)Platform. The Board of the Directors appointed Ms. Jacintha Castelino, Practicing Company Secretary, (Membership No. 9798, and Certificate of Practice No.12162) as the Scrutinizer to scrutinize the voting process (e-voting and voting through E-Voting at the AGM) in a fair and transparent manner.

The Chairman informed the remote e-voting begins on Monday, September 26, 2022 at 10.00 a.m. and ends on Wednesday, September, 28, 2022 at 5.00 p.m.

The members attending the meeting and who did not cast their vote by remote evoting, were allowed to exercise their voting right during the meeting through the e-voting system. Further, shareholders who had voted through Remote e-Voting were eligible to attend the AGM. However, they were not eligible to vote at the AGM.

The e-voting facility remained active for at least 15 minutes after the meeting.

After the conclusion of voting process, the meeting was concluded with a vote thanks

You are requested to take the same on your record and oblige.

Thanking You.

Yours faithfully,

For PBA Infrastructure Limited

Narain P Belani
Managing Director
DIN:02395693