

NOTICE

Notice is hereby given that the 48th Annual General Meeting of the Members of PBA Infrastructure Limited will be held on Thursday, September 29, 2022 at 12.30 p.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

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.

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:

“RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Mr. Narain P. Belani (DIN:02395693) as a Director, to the extent that he is required to retire by rotation.”

SPECIAL BUSINESS:

3. Appointment of Mrs. Pooja Ketan Gandhi (DIN: 09440681) as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”), Mrs Pooja K. Gandhi (DIN:09440681) who was appointed as an Additional Director of the Company w.e.f. 29th December, 2021 by the Board and who holds office upto the date of the upcoming general meeting under the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act signifying his intention to propose the name of Mrs Pooja K. Gandhi (DIN:09440681) as a candidate for the office of director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the recommendation of the NRC and the Board and subject to the provisions of the Section 149, 150

and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs Pooja K. Gandhi, who has submitted a declaration of independence under section 149(6) of the Act and is eligible for appointment, approval of the Members of the Company be and is hereby accorded for the appointment as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years commencing from 29th December, 2021 to 28th December, 2026.

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

RESOLVED FURTHER THAT Mrs. Pooja K. Gandhi shall not be liable to retire by rotation during her tenure as a Non-Executive Independent Director of the Company.

“RESOLVED FURTHER THAT Managing Director/any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to sign and/or submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution”.

4. Appointment of Mrs. Monica Manoj Talwar (DIN: 09324017) as a Non-Executive Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mrs. Monica Manoj Talwar (DIN: 09324017) who was appointed as an Additional Director (Non-executive, Non Independent Director) of the Company w.e.f. September 29, 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Article of Association, and pursuant to the recommendation of the

Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer herself for appointment, be and is hereby appointed as a Non-executive, Non Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. Approval of Material Related Party Transactions:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of the section 188 of the Companies Act, 2013 (Act) read with rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, Regulations 23 of the SEBI (Listing Obligation and Disclosure Requirements, 2015 (Listing Regulations) and other applicable provisions, if any, and Rules made thereunder, including statutory modifications or re-enactment thereof for the time being in force and as may be notified from time to time, consent of the Audit Committee and Board of Directors of the Company be and is hereby accorded and consent of the members be and is hereby accorded to approve/ratify all existing contracts /arrangements/ transactions and enter into contracts/arrangement/ transactions with related parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to Contract for Hire Charges on Crushing, Machinery Hire Charges and Sale of Machine or any other material transactions of whatever nature, at may be arm’s length basis and are in the ordinary course of business, notwithstanding that such transaction may exceed 10% of Consolidated Turnover of the Company in financial year 2021-2022 such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (‘the Board’, which term shall be deemed to include the Audit Committee) be and is hereby authorized to perform and execute all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental

thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent/ approval of the Members.”

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:

If thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149(10), 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 on and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Anil Ramakant Parvatkar (DIN: 06474258) who was appointed as Independent Director of the Company from 30th May, 2018 to 29th May, 2023 and whose term is expiring on 29th May, 2023 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from May 29, 2023 till May 28, 2028.

“**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

**By Order of the Board
For and on behalf of the Board of Directors**

Narain P. Belani
Managing Director
DIN: 02395693

Sujata D. Athavale
Director
DIN: 07601500

Place: Mumbai
Date: 13.08.2022

Registered Office:
Prakash, 611/3, V.N. Purav Marg,
Chembur (East) Mumbai-400071
Maharashtra, India.

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular nos. 14/2020 and 17/2020 dated 08th April, 2020, and 13th April, 2020, respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder on account of the threat posed by Covid-19” and circular nos. 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022, dated 05th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021 and 05th May, 2022 respectively in relation to “Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)-reg.” (Collectively referred to as ‘MCA Circulars’) permitted the Companies whose AGMs are due in the year 2022, to conduct their AGMs on or before 31st December, 2022 through VC/OAVM, without the physical presence of the members at a common venue and also provided relaxation from dispatching of physical copies of Notice of AGM and financial statements for year 2022 and considering the above MCA Circulars, Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015”(‘SEBI Circular’) provided relaxation upto 31st December, 2022, from Regulation 36(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) which requires sending hard copy of the Annual Report containing salient features of all the documents prescribed In Section 136 of the Companies Act, 2013 (‘Act’) to the shareholders who have not registered their email addresses. In compliance with the MCA Circulars and SEBI Circular, the AGM of the members of the Company is being held through VC/OAVM.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 48th AGM of the Company shall be conducted through VC/OAVM. Link Intime India Private Limited (“LIPL”) will be providing facility for remote e-voting, participation in the AGM through VC/ OAVM and e-voting during the AGM.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the

Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.

3. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No.3 to 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.

4. Book Closure:

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive).

5. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrar and Transfer Agents -M/s Link In Time India Private Limited, Mumbai for assistance in this regard.
6. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/ electronic mode, respectively.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s Link Intime India Private Limited,

- Mumbai, in case the shares are held in physical form.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 9. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
 10. **Updation of Members' Details:**
The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.
 11. **Nomination Facility:** As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
 12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail at: pbamumbai@gmail.com
 13. In compliance with the aforesaid MCA & SEBI Circulars, Notice of the AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants. Members may note that the Notice and the Annual Report 2021-22 will also be available on the Company's website at www.pbainfra.in on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Depository.
 14. Members attending the AGM through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 16. **Voting through electronic means :** In Compliance with regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015, the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 48th Annual General meeting by electronic means and the business may be transacted through e-voting services provided by Link Intime India Private Limited (LIPL) through instavote. The Members may cast their votes through instavote ("Remote E-voting")
 17. The voting period begins on Monday, September 26, 2022 (10.00 a.m.) and ends on Wednesday, September 28, 2022 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
 18. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**
- As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.
- Login method for Individual shareholders holding securities in demat mode is given below:**
1. **Individual Shareholders holding securities in demat mode with NSDL**
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"

which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- 2. Individual Shareholders holding securities in demat mode with CDSL**

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest,

option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- 3. Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date

of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

- D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%^*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian/ Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian/Mutual Fund/Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “**SUBMIT**”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%^*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

- Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants' website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the "Company" and 'Event Date' and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
 - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance i.e. Monday, September 26, 2022 with the company on or before 11.am to email id: pbamumbai@gmail.com .
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

General Guidelines for shareholders:

- Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/beneficial owner as on the cutoff date i.e. September 22, 2022.
- The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
- Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut Notice of the AGM and holds shares as on the cutoff date for voting i.e. Thursday , September 22, 2022, may obtain the login ID and password by sending a request to enotices@linkintime.co.in. However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution/ authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian/Mutual Fund/Corporate Body’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us:- Tel: 022- 49186000.

- A. Ms. Jacintha Castelino (FCS No.9798) of M/s JC & Associates, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- B. The Scrutinizer shall within a period not exceeding three (3) working days from conclusion of the AGM, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, and send it to the Chairman of the Company.
- C. The Results shall be declared at or after the Annual General Meeting (AGM) of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.pbainfra.in and on the website of LIPL and shall also communicate to the Bombay Stock Exchange (BSE)

**By Order of the Board
For and on behalf of the Board of Directors**

Narain P. Belani Managing Director DIN: 02395693	Sujata D. Athavale Director DIN: 07601500
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Place: Mumbai
Date: 13.08.2022

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

Item No.3:

Appointment of Mrs. Pooja K. Gandhi (DIN: 09440681) as an Independent Director of the Company:

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee had appointed Mrs Pooja K.Gandhi (DIN:09440681) as an Additional Non-Executive Independent Director with effect from 29th December, 2021, subject to the approval of the members. In terms of the provisions of Section 161 of the Act, Mrs. Pooja K.Gandhi (DIN: 09440681) holds the office till the date of upcoming Annual General Meeting and is eligible for appointment as a Director. Pursuant to Section 160 of the Act, the Company has received notice, proposing candidature of Mrs. Pooja K. Gandhi (DIN: 09440681) for the office of Director of the Company.

Mrs. Pooja K. Gandhi, pursuant to Section 152 of the Companies Act, 2013 (the 'Act'), has given her consent to act as a Non- Executive Independent Director of the Company. Declaration has also been received from Mrs. Pooja K. Gandhi she meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations').

The detailed profile of Mrs. Pooja K. Gandhi(DIN:09440681) is attached as Annexure to Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

In the opinion of the Board, Mrs. Pooja K.Gandhi fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI Listing Regulations for appointment as Non-Executive Independent Director and is Independent of the Management.

The Board of Directors recommend the Special Resolution in relation to the appointment of Mrs. Pooja K. Gandhi as a Non- Executive Independent Director of the Company for a period of five (5) years who shall hold office till 28th , December,2026.

Except Mrs. Pooja K. Gandhi, None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions.

Item No. 4:

Appointment of Mrs. Monica Manoj Talwar (DIN: 09324017) as a Non-Executive Director of the Company:

The Board of Directors of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company appointed Mrs. Monica Manoj Talwar (DIN:09324017) as an Additional Director, designated as Non-Executive, Non Independent Director of the Company with effect from 29th September,2021. In terms of the provisions of Section 161(1) of the Act, Mrs. Monica Manoj Talwar would hold office up to the date of the ensuing Annual General Meeting. Further, the appointment of Mrs. Monica Manoj Talwar is recommended by Nomination and Remuneration Committee.

In terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mrs. Monica Manoj Talwar as a Non-Executive and Non Independent Director of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Monica Manoj Talwar as a Non-Executive and Non Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Monica Manoj Talwar as a Non-Executive and Non-Independent Director, for the approval by the Shareholders of the Company.

Mrs.Monica Manoj Talwar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Mrs. Monica Manoj Talwar possesses appropriate skills, experience and knowledge; inter alia, in her respective field.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No.5:

Approval of Material Related Party Transactions:

Section 188 of the Companies Act, 2013 read along with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules 2014 prescribe certain procedure for approval of material related party transactions by members. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by

the company in its ordinary course of business and at arm’s length basis.

As per Regulations 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Member by way of Ordinary Resolution is required for Material related Party transactions (i.e. transactions exceeding 10% of the Consolidated Turnover of the Company as per the Latest audited Financial statements), Transactions exceeded the threshold limit of 10% of the annual consolidated turnover during the year 2021-2022 or onwards as detailed in the table below:

All the transactions are in ordinary course of business and at arm’s length. The following contracts/arrangements/ transactions are material in nature and require the approval of the shareholders of the Company by ordinary resolution:

Particulars	Details
Name of the Related Party	Saket Infra Project India Private Limited
Name of the Director or KMP who is related	Vishal Wadhawan, Promoter Group
Nature of Related Party Relationship	Enterprises owned or significantly influenced by Key Management Personnel or their Relatives
Nature, Material Terms, Monetary Value and Particulars of the Contract or arrangement	Contract for Hire Charges on crushing, Machinery hire Charges and Sale of Machinery. Monetary value of aggregate transactions during the financial year 2021-2022 and or onwards is expected to Rs.5 Crore.
Any other information relevant or important for the members to take a decision on the proposed resolution	a. All the transactions were on continuing basis and were undertaken on arm’s length basis and in the ordinary course of business. b. The transaction were based on Service orders issued from time to time. c. Your Company enters into transactions with Related Party in order to close, finalized and settle the outstanding account payable/ receivable over a period of time.

The above contract/agreement/transactions were approved by the Audit Committee and recommended by board and directors for approval of the shareholder.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no 5 of the Notice as on Ordinary Resolution.

Item no.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:

Mr. Anil Ramakant Parvatkar, (DIN:0647258) who was Appointed as an Independent Directors of the Company from 30th May, 2018 to 29th May, 2023 and whose term is expiring on 29th May, 2023 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from May 29, 2023 till May 28, 2028.

Mr. Anil R. Parvatkar is the Chairman of the Nomination and Remuneration Committee, Audit Committee and Stakeholder and Relationship Committee of the Company.

The Company has obtained a declaration of independency from Mr. Anil R. Parvatkar and in the opinion of the Board, Mr. Anil R. Parvatkar fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his re-appointment as an Independent Director of the Company and is Independent of the Management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Anil R. Parvatkar as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Anil R. Parvatkar as an Independent Director, for the Approval by the Shareholders of the Company.

None of the Directors are concerned or interested in the above said resolution except as a member of the company.

The Board recommends this resolution for your approval.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

(In pursuance of the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)

Name of Director	Mr. Narain P. Belani	Mr. Pooja K.Gandhi	Mrs. Monica Manoj Talwar	Mr. Anil Ramakant Parvatkar
DIN	02395693	09440681	09324017	06474258
Date of Birth	04/08/1948	09/11/1985	01/05/1976	05/01/1946
Date of appointment	01/03/1989	29/12/2021	29/09/2021	30/05/2018
Nature of expertise	Engineering and Civil Construction Business	CS Mrs. Pooja Gandhi is a Practicing Company Secretary and Founder of M/s Pooja Gandhi & Company. She has specialized in the field of providing various Company Secretarial services such as incorporation of Company, LLP, One Person Company etc., filing with Ministry of Corporate affairs, Secretarial audit, Closure of Company and FTE Mode etc.	Mrs. Monica Manoj Talwar is Bachelor of Commerce and also done Master in Business Management. She holds more than 18 years of experience in the field of Hospitality and HR Management	41 Years of Wide knowledge and experience in Heating, Ventilation and Air Conditioning industry and Sub Contractors.
Qualification	B.E. Civil	M.COM, ACS	B.COM, MBA	HSC
Relationships between directors inter-se	N.A.	N.A.	Relative of Promoter	N.A.
List of other Indian Public Limited Companies in which Directorship held as on March 31, 2022	Nil	Nil	Nil	Nil
List of other Indian Private Limited Companies in which Directorship held as on March 31, 2022	Nil	Nil	Nil	Nil
Chairman/ Member of the Committee of Board other Public Limited Companies as on March 31, 2022	Nil	Nil	Nil	Nil
Terms and conditions of Appointment/ Re-appointment	Managing Director - 5 years w. e. f. 30 th May, 2019	Independent Director- 5 years w.e.f. 29 th December, 2021	Non-Executive and Non-Independent Director	Independent Director for 2 term - 29 th May, 2023
Directorship and Membership in the committees of other listed Companies	Nil	Nil	Nil	Nil
Number of Shares held in Company (As on March 31,2022)	20038	Nil	250760	134