



PBA INFRASTRUCTURE LIMITED

[CIN: L45200MH1974PLC017653]

Regd. Office: Prakash, 611/3, V. N. Purav Marg, Chembur (East), Mumbai – 400 071

Tel: +91 22 61277200/01/02 , Email: pbamumbai@gmail.com • Website: www.pbainfra.in

NOTICE

Notice is hereby given that the 01/EGM/2025-26 Extra-Ordinary General Meeting (EGM) of the Members of PBA Infrastructure Limited will be held on Thursday, February 12, 2026, at 4.00 p.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Mr. Suresh Kumar Sunderlal Bothra (DIN: 01191661) as Managing Director for a term of 2 (Two) years.

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to Regulation 17(1A) (if applicable) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and the applicable provisions of the Listing Agreement entered into with the Stock Exchange, and subject to such approvals, consents and permissions as may be required, on recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Suresh Kumar Sunderlal Bothra (DIN: 01191661), aged about 85 years, as Managing Director of the Company for a term of 2 (Two) years commencing from 13th November, 2025 and ending on 12th November, 2027, on the terms and conditions including remuneration, if any, as set out in the draft agreement proposed to be entered into between the Company and Mr. Suresh Kumar Sunderlal Bothra, as placed before the Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196(3)(a) of the Companies Act, 2013 and Regulation 17(1A) of the SEBI LODR Regulations (if applicable), the consent of the Members be and is hereby accorded for the appointment and continuation of Mr. Suresh Kumar Sunderlal Bothra as Managing Director of the Company, notwithstanding that he has attained the age of 85 years, in view of the special justification provided in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT Mr. Suresh Kumar Sunderlal Bothra shall be liable to retire by rotation during his tenure as Managing Director, in accordance with the provisions of the Act and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorised to alter, vary or modify the terms and conditions of the said appointment and/or remuneration, within the limits specified under the Act, Schedule V thereto and SEBI LODR Regulations, as may be deemed fit and in the best interest of the Company.



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RESOLVED FURTHER THAT the Any Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental to give effect to this resolution, including execution of necessary agreements, filings with Stock Exchange(s), Registrar of Companies and other regulatory authorities.”

By Order of the Board

For and on behalf of the Board of Directors

Narain P. Belani
Joint Managing Director
DIN: 02395693

Sujata D. Athavale
Director
DIN: 07601500

Place: Mumbai
Date: 14.01.2026

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



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NOTES:

1. In compliance with latest General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circular") read with SEBI Circular No. SEBI/HO/CFD/CFDPoD- 2/P/CIR/2024/133 dated October 3, 2024, and SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 5, 2025, issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company is being conducted through Video Conference (VC)/Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue, in compliance with the aforesaid MCA Circulars and SEBI Circulars. Accordingly, the facility for appointment of proxies will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited will be providing facility for remote e-voting, participation in the EGM through VC/ OAVM and e-voting during the EGM.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Extra-Ordinary General Meeting ("Meeting") is annexed hereto.

3 The Register of Members and Share Transfer Books of the Company will remain closed from 06th February 2026 to 12th February 2026 (Both day inclusive).

4. 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 MUFG Intime India Private Limited, Mumbai for assistance in this regard.

5. 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.

6. 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 MUFG Intime India Private Limited, Mumbai , in case the shares are held in physical form.

7. In case of joint holders attending the EGM, 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.

8. 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.

9. 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,



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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.

10. 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.

11. 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

12. In compliance with the aforesaid MCA & SEBI Circulars, Notice of the EGM 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 of EGM will also be available on the Company's website at www.pbainfra.in on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Depository.

13. Members attending the EGM through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. Since the EGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.

15. 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 Extra General meeting by electronic means and the business may be transacted through e-voting services provided by MUFG Intime India Private Limited through instavote. The Members may cast their votes through instavote ("Remote E-voting")

16. The voting period begins on February 09, 2026 (9.00 a.m.) and ends on February 11, 2026 (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 February 05, 2026, may cast their vote electronically. The e-voting module shall be disabled by MUFG for voting thereafter.

17. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL



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METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nSDL.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nSDL.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- Visit URL: <https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- Enter existing username, Password & click on “Login”.
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.



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Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> / [https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.](https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration/)
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter details as under:

- User ID: Enter User ID
- Password: Enter existing Password
- Enter Image Verification (CAPTCHA) Code
- Click “Submit”.
(Home page of e-voting will open.)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

Follow the process given under "Steps to cast vote for Resolutions")



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Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in **NSDL form**, shall provide ‘point 4’ above
 - o Shareholders holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.



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- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
- 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) 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.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).



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Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

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

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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- ❖ 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”.

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- b) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- c) Select the “Company Name” and register with your following details:
- d) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- e) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company at company’s registered email address.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.



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

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

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

- a) On the Shareholders VC page, click on link “Cast your vote”.
- b) 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.
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) 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’.
- f) 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. 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 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 General Meeting will be eligible to attend/ participate in the 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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.



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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. February 05, 2026.
- The facility for e-voting shall also be available at the EGM. Members who have already cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote at the EGM. Only those Members who attend the EGM 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 EGM.
- Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the EGM and holds shares as on the cut Notice of the EGM and holds shares as on the cutoff date for voting i.e. February 05, 2026, may obtain the login ID and password by sending a request to enotices@in.mpms.mufg.com. However, if he/she is already registered with MUFG 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 MUFG: <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 accounts shall choose the voting process separately for each of the folios/demat accounts.

A. Ms. Jacintha Castelino (FCS No. 9798) of M/s JC & Associates, Practicing 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 Two(2) working days from conclusion of the EGM, 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.



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C. The Results shall be declared at or after the Extra-Ordinary General Meeting (EGM) 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 MUFG 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
Joint Managing Director
DIN: 02395693

Sujata D. Athavale
Director
DIN: 07601500

Place: Mumbai
Date: 14.01.2026

Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013
Item No.1:

Background and Rationale

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Suresh Kumar Sunderlal Bothra (DIN:01191661) as an Managing Director of the Company for a period upto 2 years with effect from 13th November, 2025 , subject to the approval of the members by way of special resolution and that he shall be liable to retire by rotation.

Mr. Bothra is a senior professional with 50 years vast experience in Management of Banking Activities, and his guidance and leadership have been instrumental in steering the Company's business operations.

Age-related Approval Requirement

Mr. Suresh Kumar Sunderlal Bothra has attained the age of 85 years.

- As per Section 196(3)(a) of the Companies Act, 2013, no company shall appoint or continue the employment of a Managing Director who has attained the age of 70 years, unless such appointment is approved by the Members by passing a Special Resolution, along with justification.
- Further, in terms of Regulation 17(1A) of the SEBI LODR Regulations, continuation of a non-executive director who has attained the age of 75 years requires shareholder approval by special resolution. Although Mr. Bothra is an Executive Director, the Company, as a matter of good governance and abundant caution, is seeking Members' approval by way of a Special Resolution, in line with SEBI LODR principles.



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- Accordingly, the approval of Members by way of a Special Resolution is being sought for his appointment/continuation as Managing Director, notwithstanding his age being above 85 years.

Special Justification for Appointment beyond 85 years

The Board, based on the recommendation of the Nomination and Remuneration Committee, has recorded the following special justification for continuation of Mr. Bothra as Managing Director:

1.Extensive Experience & Institutional Knowledge

Mr. Bothra has over several decades of experience in Management of Banking Activities, Corporate governance and strategic planning and possesses deep institutional knowledge of the Company's Administration

2.Leadership & Strategic Guidance

Under his leadership, the Company has achieved banking and administration stability, long-term growth and strengthened governance practices.

3.Mentorship & Continuity

His continued presence provides mentorship to the senior management team and ensures leadership continuity during a critical phase of the Company's growth and consolidation.

4. Proven Track Record

Mr. Bothra has consistently contributed to value creation for shareholders and stakeholders and continues to remain actively involved in day-to-day strategic decision-making.

5.Best Interest of the Company

Considering his health, experience, mental acuity and ongoing involvement in the affairs of the Company, the Board is of the opinion that his continuation is in the best interest of the Company and its shareholders.

Terms of Appointment

Designation: Managing Director

Tenure: 2 (Two) years

Period: 13th November 2025 to 12th November 2027

Remuneration: Rs.1,00,000/- per month (All-inclusive in the Salary)

Retirement by Rotation: Mr. Bothra shall be liable to retire by rotation in accordance with the provisions of the Act and the Articles of Association of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Suresh Kumar S. Bothra himself, is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of the above resolution as a Special Resolution.



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Details of Directors seeking appointment/re-appointment at the Annual General Meeting (In pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015).

Name of Director	Mr. Suresh Kumar S. Bothra
DIN	01191661
Date of Birth	13/08/1941
Date of appointment	13/11/2025
Nature of expertise	He brings with him over 50 years of rich and diverse experience in managing banking, treasury, and financial operations across multiple corporate entities.
Qualification	Bachelor of Commerce
Relationships between directors inter-se	N.A.
List of other Indian Public Limited Companies in which Directorship held as on March 31, 2025	N.A.
List of other Indian Private Limited Companies in which Directorship held as on March 31, 2025	1 (One) Chirag Capfin Private Limited (CIN: U67120MH1995PTC084310)
Chairman/ Member of the Committee of Board other Public Limited Companies as on March 31, 2025	Nil
Terms and conditions of Appointment/ Re-appointment	Managing Director for 2 years
Directorship and Membership in the committees of other listed Companies	Nil
Number of Shares held in Company (As on March 31, 2025)	Nil



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INFORMATION PURSUANT TO SECTION 197 READ WITH SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information

- Nature of Industry:** The Company is engaged in Construction Industry
- Date or Expected Date of Commencement of Commercial Production:** the company was incorporated on 31st July 1974 under the Companies Act, 1956.
- In Case of New Companies, Expected Date of Commencement of Activities:** Not Applicable.
- Financial Performance Based on Given Indicators**

Amount in Rs. Lakhs except EPS

Particulars	F.Y.2024-25	F.Y.2023-24	F.Y.2022-2023
Income from operations	3644.75	6049.46	1115.67
Net Profit (After Tax)	222.18	245.39	(13447.54)
Equity Share Capital	1350.06	1350.06	1350.06
Net worth	(11,476.20)	(11,698)	(11,943.76)
EPS (Rs. Per `Share)-Basic	1.65	1.82	-99.61

5. Foreign Investment or Collaborations, if any:

The Company has no foreign investment or collaborations as on date

Information about the director

1. Background details

Mr. Suresh Kumar Sunderlal Bothra is a seasoned professional with several decades of experience in managing banking, treasury, and financial operations across multiple corporate entities and has played a key role in its growth and stability.

2. Past Remuneration

Mr. Suresh Kumar Bothra was appointed as an Executive Director of the Company with effect from 13 August 2025, on a remuneration of ₹70,000 per month, in accordance with the provisions of the Companies Act, 2013.

3. Recognition or Award if any: Nil

4. Job Profile and Suitability

As Managing Director, Mr. Bothra is responsible for overall management Banking Activities, strategic direction, policy formulation, and supervision of the Company's administration.



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Considering his vast experience, leadership qualities, and in-depth knowledge of the Company's business and industry, the Board considers him eminently suitable for the role.

5. Remuneration Proposed:

The remuneration proposed to be paid to Mr. Bothra is in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and as approved by the Nomination and Remuneration Committee and the Board of Directors.

6. Comparative Remuneration Profile with Respect to Industry, Size of the Company, Profile of the Position and Person:

The proposed remuneration is commensurate with the remuneration paid to similarly placed executives in comparable companies in the same industry, considering the size of the Company, complexity of administration, and the responsibilities entrusted to the Managing Director.

7. Pecuniary Relationship Directly or Indirectly with the Company, or Relationship with the Managerial Personnel, if any:

Except for the remuneration payable in his capacity as Managing Director in the Company, Mr. Bothra does not have any other pecuniary relationship with the Company. Relationship with other Directors/KMPs: Nil

Other Information

1. Reasons for Inadequate Profits if Applicable:

The inadequacy of profits, if any, is primarily due to factors such as market conditions, increase in input costs, regulatory changes, and other macro-economic factors beyond the control of the management.

2. Steps taken or proposed to be taken for improvement:

The Company has undertaken various strategic initiatives including cost optimisation, operational efficiencies, expansion of business opportunities, and strengthening of internal controls to improve profitability.

3. Expected Increase in Productivity and Profits in Measurable Terms:

The Company expects improved operational performance and enhanced profitability over the coming years, supported by stable leadership, improved efficiencies, and strategic initiatives.

IV. Disclosures

1. Remuneration Package

Details of remuneration have been disclosed in the resolution and explanatory statement.

2. Other Disclosures

The Company has complied with all applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



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Board Declaration

The Board of Directors affirms that the remuneration payable to Mr. Suresh Kumar Sunderlal Bothra is in compliance with the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and is justified considering his role, responsibilities, and contribution to the Company.