



PBA INFRASTRUCTURE LTD.

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30TH ANNUAL REPORT (2003-2004)

**WORK IN PROGRESS
at various locations**

BOUNDARIES
 — International
 = Disputed
 --- Lines of control

The external boundaries of India as depicted in the map.

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WORK IN PROGRESS

at various locations

FOUNDATIONS

[illegible][illegible]

ANDAMAN AND
NICOBAR ISLAND

*The external boundaries of
India as depicted in the

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Chairman's Message

Dear Shareholders

I have pleasure in welcoming you all at the thirtieth annual general meeting of the company.

OUTLOOK

The renewed emphasis on the need for growth in the infrastructure development is substantiated by the commitment of the government. It has been accepted that constructing of high velocity corridors require a fresh set of institutional innovations and organisational structures as compared with the existing efforts.



While Rs.9,525 crore (Rs.95.25 billion) was spent on NHDP in 2003-04, about Rs.25,000 crore (Rs.250 billion) of capital expenditure over 2004-05 and 2005-06 at National Highway Authority of India is projected.

NHAI revenues are mostly derived from fuel cess, however there was a rapid growth in tolls, from Rs.85 crore (Rs. 850 million) in 1999-2000 to Rs.371 crore (Rs.3710 million) in 2003-04.

In 2003-04, tolls were roughly one-fifth of the income from the fuel cess. The outlook for further growth in user charges in the form of tolls is bright, given the steady completion of NHDP and nationwide acceptance of the principle of tolling as the necessary price of high quality roads.

The pre-budget document has estimated fund requirement for the Pradhan Mantri Gramin Sadak Yojana at Rs.1,32,000 crore (Rs.1,320 billion) as against the previously estimated requirement of Rs.60,000 crore (Rs. 600 billion). This leads to availability of immense opportunity in the road sector.

YEAR UNDER REVIEW

During the year the company has achieved a turnover of Rs.121.80 crores for the year ended 31st March 2004. This year the profit before income tax is Rs.5.88 crores as compared to Rs.3.53 crores in the previous year.

The Company has consistently maintained a healthy order book position of Rs.450 crores. The company has got orders worth Rs.450 crores on hand and is also likely to bid for orders of about Rs.1000 crores. This year the company also plans to offer bid for B.O.T projects of about Rs.400 crores.

I once again thank you all for making it convenient to attend the meeting.

Ramlal Wadhawan
Chairman And Managing Director



PBA INFRASTRUCTURE LTD.

Board of Directors and Management

BOARD

Ramlal Wadhawan
Chairman & Managing Director

Balkrishnan Wadhawan
Vice Chairman & Joint Managing Director

Narayan Ganesh Thatte
Executive Director

WHOLE TIME DIRECTORS

Subhash Chandra Wadhawan
Narain Piramal Belani
Rajesh R. Wadhawan
Deepak R. Wadhawan
Sunil R. Wadhawan
Vishal B. Wadhawan

DIRECTORS

Anant Ramchandra Athavale
Dharampal Uppal
Ms. Vrinda Arun Chapekar

PRESIDENT

S. K. Bothra

AUDITORS

Ajay B. Garg
Chartered Accountant
517-518, Shreekanth Chambers,
V. N. Purav Marg, Chembur,
Mumbai - 400 071.

COMPANY LAW ADVISORS

Milind Kalelkar
M. G. Kalelkar & Associates,
Company Secretaries
31, 3rd Floor, Above Retail Mills Cloth Stores,
Ram Niwas, Jerbai Wadia Road,
Parel, Mumbai - 400 012.

BANKERS

Canara Bank
Union Bank of India

LEGAL ADVISOR

Ajeet Singh
Advocate

REGISTERED OFFICE

611/3, V. N. Purav Marg,
Chembur, Mumbai - 400 071.
Tel.: 5597 3767 / 5597 3768
Fax: 2522 9699
Email: pbaltd@vsnl.net

BRANCH OFFICE

214 - B, Arjun Centre,
Govandi Station Road,
Govandi, Mumbai - 400 088.
Tel.: 5597 8200 / 5597 8218

PBA INFRASTRUCTURE LTD.



NOTICE is hereby given that the **30th Annual General Meeting** of the shareholders of **PBA INFRASTRUCTURE LIMITED** shall be held on **Monday, the 27th September, 2004, at 11.00 a. m., at 611/3, V. N. PURAV MARG, CHEMBUR, MUMBAI - 400 071**, the registered office of the Company, to transact the following business:

1. To review, consider and adopt the Balance Sheet as at 31st March, 2004, and the Profit and Loss account for the year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a director in place of Mr. N. G. Thatte, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Sunil Wadhawan, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Deepak Wadhawan, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint the Auditors to the Company and fix their remuneration.
6. To declare dividend.

SPECIAL BUSINESS

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

"RESOLVED that, pursuant to the provisions of section 257 (1) and other applicable provisions, if any, of the Companies Act 1956,

Mrs. Vrinda Arun Chapekar, having earlier been appointed as an Additional Director and who retires at this meeting, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER that the necessary return(s), in respect of her appointment as such, be filed with the Registrar of Companies, Maharashtra, under the hand of any of the directors, for the time being, of the Company."

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

"RESOLVED that pursuant to Sections 16, 31, 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs.8,00,00,000/- (Rupees Eight Crores Only) divided into Rs.7,98,000 (Seven Lakhs Ninety Eight Thousand) Equity Shares of Rs.100/- each and 2,000 (Two Thousand) 4% Redeemable Preference Shares of Rs.100/- each to Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 9,98,000 (Nine Lacs Ninety Eight Thousand) Equity Shares of Rs.100/- each and 2000 (Two Thousand) 4% Redeemable Preference Shares of Rs.100/- each.

RESOLVED FURTHER that the Memorandum of Association of the Company be and is hereby altered as under:

In the clause V of the Memorandum of Association of the Company, for the words "The Authorised Share Capital of the Company is Rs.8,00,00,000/- (Rupees Eight Crores Only) divided into 7,98,000 (Seven Lacs Ninety Eight Thousand) Equity Shares of Rs.100/- (Rupees One Hundred) each, and 2,000 (Two



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Thousand) 4% Redeemable Preference Shares of Rs.100/- (Rupees One Hundred) each", the following words be substituted:

"The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 9,98,000 (Nine Lacs Ninety Eight Thousand) Equity Shares of Rs.100/- each and 2000 (Two Thousand) 4% Redeemable Preference Shares of Rs.100/- each."

RESOLVED FURTHER that the Articles of Association of the Company be altered as follows:

In Article 4 of the Articles of Association of the Company, for the words "The Authorised Share Capital of the Company is Rs.8,00,00,000/- (Rupees Eight Crores Only) divided into 7,98,000 (Seven Lacs Ninety Eight Thousand) Equity Shares of Rs.100/- (Rupees One Hundred) each, and 2,000 (Two Thousand) 4% Redeemable Preference Shares of Rs.100/- (Rupees One Hundred) each", the following words be substituted :

"The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 9,98,000 (Nine Lacs Ninety Eight Thousand) Equity Shares of Rs.100/- each and 2000 (Two Thousand) 4% Redeemable Preference Shares of Rs.100/- each."

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorised to file the necessary returns with the Registrar of Companies, Maharashtra, and further to do all such acts, deeds, things and matters, as may be necessary or incidental to give effect to this resolution."

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

"RESOLVED that, in accordance with the provisions of section 81, 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, and the enabling provisions in the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company, to issue 59,292 (Fifty Nine Thousand Two Hundred Ninety Two) equity shares of Rs.100/- (Rupees One Hundred) each, for cash, at a premium of Rs.100/- (Rupees One Hundred) per such share, in the following manner:

- 1) 59,292 (Fifty Nine Thousand Two Hundred Ninety Two) equity shares be issued, for cash, at a premium of Rs.100/- (Rupees One Hundred) per such share, to those persons, whose names appear on the Register of Members of the Company, as the holders of shares in the Company, on the 27th day of September, 2004, in the proportion of 3 (Three) new equity shares for every 40 (Forty) equity shares presently held, by a shareholder, on the date, subject to the fraction of eligibility of rights shares, if any, being ignored in or for the purpose of the computation, as a matter of administrative convenience.
- 2) Equity Shares so issued by the Company shall rank pari-passu with existing equity shares of the Company, except that these new shares shall be entitled to dividend, if any, declared by the Company after their allotment.
- 3) The aforesaid equity shares shall be subject to the Memorandum and Articles of Association of the Company.
- 4) The aforesaid offer shall be valid upto the 15th day of October, 2004, and specifically



prohibits a right exercisable by the person to whom the aforesaid offer being made to renounce the new shares offered to him in favour of any other person.

- 5) That after the expiry of the 15th day of October, 2004, or on receipt of earlier intimation from the person(s) to whom such notice was given that he/she declines to accept the new shares offered, the Board of Directors of the Company be authorised to dispose of unsubscribed part of the new shares by offering the same to such person or persons, whether they are existing shareholders of the Company or not, in such manner, as the Board may deem fit in the interest of the Company.”

RESOLVED FURTHER that, for the purpose of giving effect to this resolution, the Board be and is hereby authorised to prescribe the Form of Application or any other document, in respect of such further equity shares and to give such other directions as they may think fit and proper, including directions for settling any question or difficulty that may arise in regard to the issue and allotment of the further equity shares and to do all acts, deeds, matters and things, as the Directors, in their absolute discretion, consider necessary or expedient, usual or proper, for them to do so.”

For & on behalf of the Board

Ramlal Wadhawan
Chairman & Managing Director

Mumbai
Date: 30th August 2004

NOTES

- ▶ A member entitled to attend and vote at the meeting may appoint a proxy to attend and, on a poll, to vote on his behalf. A proxy need not be a member of the company.
- ▶ Proxy in order to be valid and effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
- ▶ Members are requested to bring their copies of the annual report at the meeting.
- ▶ Members are requested to notify immediately any change in their address to the company quoting their folio number.



Annexure to Notice

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

ITEM NO. 7

APPOINTMENT OF THE DIRECTOR OF THE COMPANY

The notice, under Section 257 (1) of the Companies Act, 1956, has been received, along with the deposit of the prescribed amount, from a member of the Company proposing the candidature of Mrs. Vrinda Arun Chapekar, for the office of a director of the Company.

The said Mrs. Vrinda Arun Chapekar was earlier appointed as a Additional Director, and shall therefore retire at the forthcoming Annual General Meeting. In terms of the said notice received by the Company, it was proposed to appoint her as a Director on the Board, who shall be liable to retire by rotation.

She has a good exposure in administration and general business management. Your Directors are of opinion that her appointment would be in the interests of the Company and, hence, recommend the resolution for your kind approval.

None of the Directors, except the proposed appointee herself, is interested or concerned in the proposed Ordinary Resolution.

ITEM NO. 8

INCREASE IN AUTHORISED SHARE CAPITAL

In view of the growing business activities, and also, to give effect to the Board's decision to issue 59,292 equity shares, on rights basis, and also to

provide sufficient room for further issue of shares, from time to time, it was necessary to increase the Authorised Share Capital of the Company. Therefore, it was decided to increase the existing amount of Rs.8,00,00,000/- to Rs.10,00,00,000/-, in order to provide a sufficient room for any further issue of shares, as may be, from time to time, decided by the Company. Hence, this resolution under Section 94(1)(a) of the Companies Act, 1956.

The changes, consequent to increase of the Authorised Capital of the Company, have to be incorporated in the Memorandum and Articles of Association of the Company.

A copy of the existing Memorandum and Articles of Association of the Company has been kept, at the Registered Office of the Company, open to inspection by the Members of the Company on all working days, excepting Holidays and Sundays, till the date of the ensuing Annual General Meeting of the shareholders of the Company.

None of the directors of the Company is concerned or interested in the said resolution.

Your directors recommend this Special resolution for your approval.

ITEM NO. 9

ISSUE OF FURTHER EQUITY SHARES

With the view to augment the financial resources for the Company, it is proposed to authorise the Board to raise funds by issuing, on rights basis,

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further equity shares to the members of the Company in the nearer proportion of 3 (Three) equity shares for every 40 (Forty) shares held on the date of this meeting. It is also proposed to authorise the Board of Directors to dispose off the equity shares, if any, remaining unsubscribed in the said issue in any manner as may be deemed beneficial or proper in the interests of the Company.

In terms of the provisions of section 81(1A) of the Companies Act, 1956, the issue of shares to the existing shareholders of the Company shall require the approval, by way of a Special Resolution, of the shareholders in a General Meeting of the Company. Hence, your approval is now sought.

The equity shares proposed to be issued shall rank pari-passu with the existing equity shares of the Company except that these new shares shall be entitled to dividend, if any, declared by the

Company after their allotment. Further, the shares shall be subject to the Memorandum and Articles of Association of the Company.

All the directors are, directly or indirectly, interested or concerned in this resolution, to the extent of such shares are offered to them on rights basis.

Your Directors recommend this Special Resolution for your kind consideration and approval.

For & on behalf of the Board

Ramlal Wadhawan
Chairman & Managing Director

Mumbai
Date: 30th August 2004