

BOARD OF DIRECTORS AND MANAGEMENT

BOARD

Ramlal Roshanlal Wadhawan
Chairman & Managing Director

Balkrishan Pritamlal Wadhawan
Vice Chairman & Joint Managing Director

Deepak Ramlal Wadhawan
Executive Director
(Resigned w.e.f 12.08.2011)

Narain Pirimal Belani
Whole Time Director

NON - EXECUTIVE DIRECTORS

Vrinda Arun Chapekar
Sudhakar Madhav Thorat
Dhananjay Anant Athavale

EXECUTIVE PRESIDENTS

Subhash Pritamlal Wadhawan
Rajesh Ramlal Wadhawan
Sunil Ramlal Wadhawan
Vishal Balkrishan Wadhawan

LEGAL ADVISOR

Sujata Dhananjay Athavale

ADVISORS TO MANAGEMENT

Narayan Ganesh Thatte
Prakash Kamalakar Koranne

AUDITORS

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

BANKERS

Canara Bank
Union Bank of India
State Bank of Patiala
Karur Vysya Bank Ltd.
Punjab & Sind Bank

REGISTRAR AND SHARE TRANSFER AGENTS LINK INTIME INDIA PVT. LTD.

C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup(W), Mumbai – 400 078.
Tel: 25946970 Fax: 25946969
Email: rnt.helpdesk@linkintime.co.in

ADVOCATE

Ajeet Singh
1st floor, 17, Sai Chambers,
Sector 11, Plot No. 44,
CBD Belapur, Navi Mumbai - 400 614.

REGISTERED OFFICE

611/3, V.N. Purav Marg, Chembur-E, Mumbai – 400 071
Tel: 67973767, 67753700 Fax : 25229699
Email: pbaigrievance_redressal@vsnl.net
Website: www.pbail.com

BRANCH OFFICE

214-B, Arjun Centre, Govandi Station Road,
Govandi, Mumbai - 400 088.
Tel : 67978200, 61916666 Fax : 67978218

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Annual General Meeting - 30th September 2011. Shareholders are requested to kindly bring their copies of Annual Report to the meeting. Visit us at: www.pbail.com • Email: pbaldt@vsnl.net • Tel: 022 67973767



PBA INFRASTRUCTURE LIMITED



CHAIRMAN'S MESSAGE

Dear Shareholders,

It is my pleasure to welcome you all to the 37th Annual General Meeting of your Company. This year has been tough for the Infrastructure Industry with the overall pressure on the Infrastructure Segment. The National Highway Authority of India (NHAI) projects have made much less headway than was expected. It, however, appears that most of the road blocks have been removed and hopefully the coming year will be much better than the last.

OUTLOOK

Everyone recognizes that India desperately needs physical infrastructure. To achieve a steady 9% growth in GDP, there has to be 12% to 14% growth in infrastructure outlay - in roads, power, ports, airports, telecom, urban facilities and much else, it isn't happening today. Fortunately there is a growing awareness that growth in Infrastructure alone can and will bring about a healthy growth in GDP.

YEAR UNDER REVIEW

PBA has continued to strive to progress significantly to the top line by contracting through Joint Ventures in projects where it can not qualify to quote alone. Income from Contract Receipts JV increased from ₹ 4068.16 lacs to ₹ 4457.98 lacs. The Net Profit after Tax stood at ₹ 953.97 Lacs i.e. 4.09% compared to previous year ₹1227.00 Lacs i.e. 3.89%. The Company is also maintaining a healthy EBIDTA Margin for last several years due to operation expenses. Bottom Line of the Company has shown improvement even though top line has not reached the expected levels.

DIVIDEND

Continuing with its commitment to share the profits of the Company with its shareholders, your Directors have recommended a dividend @ 10%.

FUTURE PROSPECTS

The Company has recently been awarded by Gujarat State Road Development Corporation the work of executing Bhuj-Bhachau Road (SH 42, km 0/0 to km 78/0) in the State of Gujarat on Build, Operate and Transfer (BOT) basis. The Contract Amount is ₹ 425.00 Crores. This work is in a joint venture in which our share is 49%. Your Company has Projects in hand amounting to about ₹ 1100 Crores in various parts of the country. I am an optimist and I believe that while there may be some deviations in the short run, sanity and growth will ultimately prevail. The time of India has come - an India of hope and opportunities of all kinds of entrepreneurship, of work, and of growth. We will see infrastructure efforts being kick started yet again. It is this hope that keeps me optimistic about our country as also a bright future of your Company.

ACKNOWLEDGMENTS

I take this opportunity to express my sincere thanks to all the Stakeholders for their continued trust in the Board of Directors and the Management of the Company. On behalf of the Company I would like to express my gratitude to all our Customers, Dealers, Suppliers, our JV partners, Bankers, Financial Institutions and other Business Associates and Employees for their continued and invaluable support and co-operation in the year gone by and I am sure the same will continue in the years to come.

Thank you,

(Ramlal R. Wadhawan)
Chairman & Managing Director

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies and has issued circulars stating that service of documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in Physical form are requested to send the above information i.e. e-mail address to the Company at pbaltd@vsnl.net OR to the Registrar of Company at saili.lad@linkintime.co.in for registration of their e-mail address.



PBA INFRASTRUCTURE LIMITED

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 37th Annual General Meeting of the Members of PBA Infrastructure Limited will be held on Friday, the 30th September, 2011 at 11.00 a.m. at The Chembur Gymkhana, Phase I, 16th Road, Chembur, Mumbai - 400071 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2011 and the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares for the year ended March 31, 2011.
3. To appoint a Director in place of Mr. Sudhakar Thorat, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Ajay B.Garg, Chartered Accountants (Membership No. 032538), retiring Auditors of the Company, who are eligible for re-appointment for the period commencing from the conclusion of this annual general meeting till the conclusion of the next annual general meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

5. 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 provision of Section 81(1A) and other applicable provisions, if any, of The Companies Act, 1956, including any amendments, statutory modifications or re enactment thereof, all other applicable laws and regulations including the Foreign Exchange Management Act, 1999 (“FEMA”), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 including any statutory modifications or re enactment thereof and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable, as amended from time to time, issued by Government of India, the Securities and Exchange Board of India, the Reserve Bank of India, Stock Exchanges and any other appropriate authorities, as may be applicable and in accordance with enabling provisions in the Memorandum and Articles of Association of the

Company and / or stipulated in the Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, SEBI, RBI, Stock Exchanges and any other relevant statutory/ governmental authorities (the “Concerned Authorities”) as may be required and applicable and further subject to such terms and conditions as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, consents, permissions and sanctions as may be necessary, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee(s) constituted/to be constituted by the Board to exercise the powers conferred on the Board to exercise the powers conferred on the Board by this Resolution) is hereby authorised to accept, the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), Equity Shares and /or Equity Shares through depository receipts including American Depository Receipts (ADRs), Global Depository Receipts (GDRs) and/ or Convertible Bonds, Fully Convertible Debentures (FCDs), Partly Convertible Debentures (PCDs), Optionally Convertible Debentures (OCDs), and/ or other securities convertible into Equity Shares at later date, at the option of the Company and/or the holder(s) of such securities (the “Securities”), as the Board at its sole discretion or in consultation with underwriters, merchant bankers, financial advisors or legal advisors may at any time decide, by the way of one or more public or private offerings in domestic and/ or one or more international market(s), with or without a green shoe option, or issued/allotted through Qualified Institutions Placement in accordance with the Regulations for “Qualified Institutions Placements prescribed under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (“SEBI Regulations”), or by any one or more or a combination of the above modes/methods or otherwise and at such time or times and in one more tranches, whether rupee denominated or denominated in foreign currency, to any eligible Qualified Institution Buyers including Foreign Institutions Investors, resident/ non-resident investors(whether institutions incorporated bodies, mutual funds, individuals or otherwise), Venture

Capital Funds (Foreign or Indian), Indian and/ or Multilateral Financial Institutions, Mutual Funds, Non- Residents Indians stabilizing agents and/ or any other categories of investors, whether they be holders of the Equity Shares of the Company or not (collectively called the “Investors”) whether or not such Investors are members of the Company, as may be deemed appropriate by the Board and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores Only) on such terms and conditions and in such manner as the Board may in its sole discretion decide including the timing of the issue(s)/ offering(s), the Investors to whom the Securities are to be issued, terms of issue, issue price, number of Securities to be issued, creation of mortgage/charge in accordance with Section 293(1)(a) of the Companies Act, in respect of the Securities as may be required either on pari-passu basis or otherwise, the Stock Exchanges on which such Securities will be listed, finalization of allotment of the Securities on the basis of subscriptions received, face value, premium, rate of interest, redemption period, manner of redemption, amount of premium on redemption, the number of equity shares to be allotted on redemption/ conversion, the ratio, period of conversion, fixing of record date or book closure dates, prescribe any terms or combination of terms in respect of the Securities in accordance with local and/ or international practices including conditions in relation to offer, early redemption of Securities, debt service payments, voting rights, variation of price and all such terms as are provided in domestic and/ or international offerings and any other matter in connection with, or incidental to the issue, in consultation with the merchant bankers or other advisors or otherwise, together with any amendments or modifications thereto (“Issue”).

RESOLVED FURTHER THAT the securities to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and equity shares allotted in terms of this resolution shall rank pari passu in respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT if the issue or any part thereof is made for the Qualified Institutions Placement, Fully Convertible Debentures (FCDs) / Partly Convertible Debentures (PCDs) / Optionally Convertible Debentures (OCD) or any other Securities, which are convertible into or exchangeable with the equity shares of the company (hereinafter collectively referred to as “Other Specified Securities” and together with Equity Shares

referred to as the Specified Securities” within the meaning of the SEBI Regulations) or any combination of Specified Securities as may be decided by the Board, issued or such purpose shall be fully paid-up and the allotment of such Specified Securities shall be completed within 12 months from the date of this resolution or such other time as may be allowed under the SEBI Regulation from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations and the Specified Securities shall not be eligible to be sold for a period of one year from the date of allotment except on a recognized Stock Exchange, or as may be permitted from time to time under the SEBI Regulations.

RESOLVED FURTHER THAT in the event of issue of Specified Securities by way of a Qualified Institutions Placement, the ‘Relevant Date’ on the basis of which the price of the Specified Securities” shall be determined as specified under SEBI Regulation, shall be the date of the meeting in which the Board of the Committee of Directors duly authorized by the Board decides to open the proposed issue of Specified Securities or such other time as may be decided by the Board and permitted by the SEBI Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time in relation to the proposed issue of the Specified Securities.

RESOLVED FURTHER THAT in the event of issue of Other Specified Securities by way of a Qualified Institutions Placement, the number and/ or conversion price in relation to Equity Shares that may be issued and allotted on conversion shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, split and consolidation of share capital, merger, de-merger, transfer of undertaking, sale of division or any such capital or corporate restructuring exercise.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability therein accordance with the prevalent market practices in the capital markets including but not limited to the terms and conditions relating to variation of the price or period of conversion of Other Specified Securities into Equity Shares or for issue of additional Securities and such of these Securities to be issued as are not subscribed may be disposed of by the Board in such manner and/ or on such terms including offering or placing them with banks/ financial institutions/ mutual funds or otherwise, as the Board



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may deem fit and proper in its absolute discretion, subject to applicable laws, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and any issue, offer and allotment of Securities, the Board be and is hereby authorized to take all such actions, give such directors and to do all such acts, deeds and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation the entering into arrangements/agreements for underwriting, marketing, listing of Securities, trading, appointment of Merchant Banker(s), Advisor(s), Registrar(s), paying and conversion agent(s) and any other advisors professionals and intermediaries and all such agencies as may be involved or concerned in such offering of Securities and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all question whether in India or abroad, for the issue and to do all requisite filings, with GOI, RBI, SEBI, Stock Exchanges, if required and any other concerned authority in India or outside, and to give such directors that may be necessary in regard to or in connection with any such issue, offer and allotment of Securities and utilization of the issue proceeds, as

it may, in its absolute discretion, deed fit, without being required to seek any further consent or approval of the members of otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Director or any one or more Directors of the Company to give effect to the aforesaid resolution and thereby such Committee of Directors or one or more such Directors as authorized are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard.”

For and on behalf of the Board of Directors

Ramlal R. Wadhawan
Chairman & Managing Director

Place : Mumbai
Date : August 12, 2011

NOTES FOR MEMBER'S ATTENTION:

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a member of the Company.
- Proxy form duly stamped and executed in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
- Explanatory Statement pursuant to section 173(2) of The Companies Act, 1956 relating to the Special Business to be transacted at the meeting is annexed hereto.
- Members / Proxy holders are requested to bring their Attendance slip duly signed along with their copy of Annual Report to the meeting.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 26th September, 2011 to Friday, 30th September, 2011 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- In all correspondence with the Company or with its Share Transfer Agent M/s Link Intime India Private

Limited, members are requested to quote their folio number and in case the shares are held in the dematerialized form, they must quote their Client ID Number and their DPID Number.

- Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc, to their Depository Participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the Members.
- Members desiring any information on the Accounts of the Company are requested to write to the Company at least 7 days in advance so as to enable the Company to keep the information ready.
- Investors of the Company who have not yet encashed their unclaimed/unpaid amount of Dividend/Refund are requested to approach the Registrar and Share Transfer Agents of the Company.
- Investors of the Company are requested to send their e-mail to the Registrars and Transfer Agent and copy to the Company. This will help us in sending the required information as quickly as possible, kindly co-operate.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No.5

The Special Resolution contained in the Business of the Notice under Sr. No. 5 relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Convertible Bonds, Convertible Debentures and such other securities as stated in the resolution (the “Securities”) at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with Merchant Bankers, inclusive of such premium, as may be determined by the Board in one or more tranche(s), subject to applicable laws, rules and regulations.

The resolution enables the Board to issue Securities for an aggregate amount not exceeding ₹ 500 Crores or its equivalent in any foreign currency.

The Board may issue Securities pursuant to this special resolution to meet long term working capital and capital expenditure requirements of the Company and its subsidiaries, joint ventures and affiliates besides strengthening the Balance Sheet of the Company including repayment of debt, tap acquisition opportunities, usage for business ventures/projects and other general corporate purposes.

The special resolution also authorizes the Board of Directors of the Company to undertake a Qualified Institutions Placement with Qualified Institutions Buyers (QIBs) in the manner as prescribed under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 for raising capital. The pricing of the Specified Securities to be issued to QIBs pursuant to the said Regulations shall be freely determined subject to such price calculated in accordance with the relevant provisions of the said SEBI Regulations.

The details terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Merchant Bankers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevalent market conditions from time to time and in accordance with the applicable provisions of law, rules and regulations and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue/allotment/conversion of Securities would be subject to the receipt of regulatory approvals, if any. Further the conversion of Securities held by foreign investors, into Equity Shares would be subject to the permissible foreign shareholding limits/cap specified by Reserve Bank of India from time to time.

Section 81(1A) of the Companies Act, 1956 (“the Act”) and the relevant provisions of the Listing Agreement with the Stock Exchanges where the Equity Shares of the Company are presently listed provides, inter alia, that when it is proposed to increase the issued capital of the company by allotment of further shares, such further shares shall be offered to the existing shareholders of such company in the manner laid down in Section 81 of the Act unless the shareholders in a general meeting decide otherwise. As the aforesaid resolution provide for or may result into issue of Equity Shares to persons other than the existing shareholders of the Company, consent of the Company is being sought pursuant to Section 81(1A) and other applicable provisions, if any, of the Act.

The Special Resolution as set out above, if passed, will have the effect of permitting the Board to issue and allot Securities to Investors, who may or may not be existing shareholders of the Company in the manner as set out in resolution No. 5.

The said resolution also enables the Board to create mortgage/charge on the property/assets of the Company in respect of any debt securities proposed to be offered by the Company.

The Board believes that the proposed Special Resolution is in the interest of the Company and therefore recommends the resolution for your approval.

None of the Directors of the Company is in any way concerned or interested in the said resolution.

For and on behalf of the Board of Directors

Ramlal R. Wadhawan
Chairman & Managing Director

Place : Mumbai
Date : August 12, 2011



PBA INFRASTRUCTURE LIMITED

DIRECTORS' REPORT

Your Directors are pleased to present the 37th Annual Report together with the Audited Accounts for the financial year ended March 31, 2011.

FINANCIAL RESULTS

The financial performance of the Company, for the year ended 31st March, 2011 is summarized below:

(Amount in Lacs)

| | Current Year 2010-2011 | Previous Year 2009-2010 |
|--|---------------------------|----------------------------|
| Contract Receipts | 23,229.99 | 34,344.83 |
| Contract Receipts JV | 4,457.98 | 4,068.16 |
| Other Income | 646.57 | 177.09 |
| Total Income | 28,334.54 | 38,590.08 |
| Profit before Interest and Depreciation | 5,252.56 | 5,867.63 |
| Less : Interest | 3,145.72 | 3,356.50 |
| Less : Depreciation | 778.23 | 764.32 |
| Profit/(Loss) before tax | 1,328.61 | 1,746.81 |
| Less : Provision for tax | 343.76 | 480.00 |
| Less : Deferred Tax Liability(current year) | 30.87 | 39.81 |
| Profit/(Loss) after tax | 953.97 | 1,227.00 |
| APPROPRIATIONS: | | |
| Proposed Dividend | 135.00 | 270.01 |
| Dividend Tax | 21.90 | 45.89 |
| Prior period item | NIL | NIL |
| Transfer to General Reserve | 797.07 | 911.10 |
| Total | 953.97 | 1,227.00 |

PERFORMANCE REVIEW AND OPERATIONS

During the year under review, there was a drop in the income from Operations as the company had completed major Contracts and was in the process of gearing up to mobilize resources and Project site to execute new Projects.

Besides this there was heavy rainfall all over India till November 2010 particularly in the State of Maharashtra where 60% work was in progress and in the State of Jammu and Kashmir rainfall was till the month of February 2011 and hence there has been a drop in Contract Receipts to ₹ 27,687.97 Lacs in the current year from ₹ 38,412.99 Lacs in the previous year. Profit after Tax was ₹ 953.97 Lacs i.e. 4.09% compared to previous year ₹ 1227.00 Lacs i.e. 3.89%.

The Company is also maintaining a healthy EBIDTA Margin for last several years due to operation expenses. But Bottom Line of the Company has shown improvement.

Your Company has embarked upon major cost control exercise and has been successful to a great extent to control expenditure.

This year has been tough for the Infrastructure Industry with the overall pressure on the Infrastructure Segment. Your Company explored avenues by quoting for new work which opened at the fag end of the Financial year. Your Company has also been executing Projects at Jammu and Kashmir which were however mired with delays due to uncertain weather and ground realities.

The Company has a Order book position of ₹ 1100 crores and is also in process of bidding for new Contracts in Joint Venture and on BOT basis.

The Company is in process of executing Bhuj-Bhachau Road (SH-42, Km 0/0 to Km 77/0) in the State of Gujarat on Build, Operate and Transfer (BOT) and the Contract Amount is for ₹ 425.00 Crores in joint venture and our share is 49%.

DIVIDEND

Your Directors are pleased to recommend a dividend of ₹1/- per Equity Share on 13500562 fully paid Equity Shares of ₹ 10/- each for the financial year ended March 31, 2011 subject to the approval of the shareholders in the ensuing AGM.

CREDIT RATING

ICRA has assigned rating of 'LC' to the Company.

ISO CERTIFICATION

All the Projects relating to Construction of Bridges and Roads are accredited with ISO 9001:2000, 18001:2007, 14001:2004 Certification.

FIXED DEPOSITS

Your Company has accepted and/or renewed, during the year under consideration, Fixed Deposits from the Public and the balance of such deposits held as at 31st March, 2011, by the Company stood at ₹ 489.52 Lakhs. The Company has also accepted deposits from the Directors and Shareholders the balance of which stood as on 31st March, 2011 at ₹ 1665.01 Lakhs.

DIRECTORS

Mr. Sudhakar Thorat, Independent Director is liable to retire by rotation at ensuring Annual General Meeting. He offers himself for re-appointment and therefore, the Board recommends his re-appointment at the ensuing Annual General Meeting.

Mr. Deepak R. Wadhawan, Executive Director has resigned from the Board effective August 12, 2011. The Board placed on record its deep sense of appreciation for the invaluable contribution made by him during his tenure as Director of the Company.

SHARES HELD IN DEMATERIALIZED FORM

The Company's shares are compulsorily tradable in electronic form. As on June 30, 2011, 98.10% of the Company's total Paid-up Share Capital covering 13244415 shares have been dematerialized. Those members holding the shares in physical form are encouraged to avail the facility of dematerialization and get their shares dematerialized.

DIVESTMENT OF COMPANY'S SHAREHOLDING IN AURANGABAD JALNA TOLL WAY LIMITED THROUGH POSTAL BALLOT

In order to infuse liquidity into the Company to meet its future expansion and other plans the Company decided to divest the Company's shareholding in Aurangabad - Jalna Toll Way Limited. For this purpose the Company needed the approval of the shareholders of the Company and the approval was decided to be taken by an Ordinary Resolution through Postal Ballot in accordance to provisions of Section 192A of the Companies Act, 1956 read with The Companies (Passing of Resolution by Postal Ballot) Rules, 2001.

The shareholders were requested to give their assent or dissent on the resolution, sign the same and return the form duly completed in the attached self addressed, postal prepaid envelope so as to reach the Scrutinizer before the closing of working hours 6.00 p.m. on or before Monday, the 20th Day of June, 2011 at C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai - 400 078.

The Company had appointed Mr. Piyush A. Gohil, Practising Company Secretary as a Scrutinizer to scrutinize the Postal Ballot Form in a fair and transparent manner.

The Scrutinizer submitted his report on the Postal Ballot and the results were announced at the Board Meeting held on Wednesday the 22nd Day of June, 2011 at the Registered Office of the Company situated at 611/3, V. N Purav Marg, Chembur, Mumbai - 400 071 and the results were published in the newspapers also.

The results of the Postal Ballot are included in the Annual Report for your reference :

Pursuant to Section 293(1)(a) and Section 192A of The Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the approval of the members of the Company was sought by means of Postal Ballot through Notice dated 10th May, 2011. The result of the Postal Ballot is as under :

Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 for the sale of 9,65,816 (Nine Lacs Sixty Five Thousand Eight Hundred and Sixteen) Equity Shares of Aurangabad - Jalna Toll Way Limited to Sadbhav Infrastructure Project Limited a 100% Subsidiary of Sadbhav Engineering Limited.



PBA INFRASTRUCTURE LIMITED

| Particulars | No of Postal Ballot Forms Received / Shareholders | No. of Votes / Shares | Percentage of Votes / Shares |
|------------------------------------|---|-----------------------|------------------------------|
| Total Postal Ballot Forms Received | 418 | 78,47,347 | 100% |
| Postal Ballot Forms- Valid | 389 | 78,39,527 | 99.90% |
| - Assented to Resolution | 372 | 78,37,693 | 99.88% |
| - Dissented to Resolution | 17 | 1834 | 0.02% |
| Postal Ballot- Invalid | 29 | 7857 | 0.10% |
| Result | Resolution was passed by Requisite Majority | | |

The Register and Postal Ballot Papers have been preserved by the Company as per the Companies (Passing of Resolution by Postal Ballot) Rules, 2001

GREEN INITIATIVE IN CORPORATE GOVERNANCE

As you all may be aware, Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing Circulars No. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011, whereby Companies are permitted to send Notices / Documents including Annual Report comprising Balance Sheet, Profit & Loss Account, Director's Report, Auditor's Report etc. in electronic mode, provided the Company has obtained email addresses of its members for sending the documents through email by giving an advance opportunity to every shareholders to register their email address and changes therein from time to time with the Company.

Accordingly, shareholders holding shares in physical form, are requested to register their email addresses and changes therein from time to time, by directly sending relevant email addresss along with details such as name, address, folio no., no. of shares held to the Registrars and Share Transfer Agents, M/s Link Intime India Private Limited.

In respect of shares held in electronic form, the email address along with DP ID / Client ID and other shareholder details as mentioned above, should be registered by the shareholders with their respective Depository Participants. Upon registration of the email address, the Company proposes to send notices and documents in electronic form, to such shareholders.

Vide second Circular No. 18/2011 dated April 29, 2011, MCA has clarified that the Company would be in compliance of Section 219(1) of the Companies Act, 1956, in case, a copy of Balance Sheet etc, is sent by electronic mail to its members subject to the fact that Company has obtained :

- (a) e-mail address of its Members for sending the Notice with Balance Sheet, Profit and Loss Account, Auditor's Report, Director's Report and Explanatory

Statement etc. through e-mail, after giving advance opportunity to the Member to register his e-mail address and changes therein from time to time with the Company or with the concerned Depository.

- (b) Company's website displays full text of these documents well in advance prior to mandatory period and issues advertisement in prominent newspapers in both vernacular and English stating that the copies of aforesaid documents are available in the website and for inspection at the Registered Office of the Company during the office hours. Website must be designed in a way that the documents can be opened easily and quickly.
- (c) In cases where any Member has not registered his e mail address for receiving Balance Sheet etc through e-mail, the Balance Sheet etc., will be sent by other modes of services as provided under section 53 of the Companies Act, 1956.
- (d) In cases any Member insist for physical copies of above documents, the same should be sent to him physically, by post free of cost.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Director's Responsibility Statement, it is hereby confirmed that :-

- i) in the preparation of the annual accounts for the year ended March 31, 2011, the applicable accounting standards have been followed and there has been no material departures from the same;
- ii) the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2011 and of the profits of the Company for the year ended on that date.