PBA INFRASTRUCTURE LTD.

QUALITY CONSTRUCTIONS

ISO 9001 : 2000
ISO 14001:2004
ISO 18001:2007

PBA:App:2016

Date: 16.08.2016

To,
Ms. Sujata Dhananjay Athavale
10, Suruchi Chs, Sant Janabai Road,
Near Uttkarash Mandal,
Vile Parle (East)
Mumbai – 400057

Subject: Letter of Appointment

On behalf of the company, I write to confirm your appointment as Woman Director - Legal, on the Board of PBA Infrastructure Limited. I foresee your potential skills as a valuable contribution to the Company.

Your appointment as Woman Director – Legal shall commence with effect from 13.08.2016.

Thanking You,

For PBA Infrastructure Limited

Ramlal Wadhawan
Chairman & Managing Director
DIN : 00287661

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ISO 18001:2007

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT SR NO. 3f AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S PBA INFRASTRUCTURE LIMITED ON SATURDAY, 13TH AUGUST, 2016 AT 4.30 P.M. AT ITS REGISTERED OFFICE.

APPOINTMENT OF WOMAN DIRECTOR – LEGAL :

In compliance with section 149 of the Companies Act, 2013 read with Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015) One Woman Director is to be appointed in the Board.

The Chairman then proposed the name of Mrs. Sujata Dhananjay Athavale, an Advocate by Profession with wide experience in Legal and Field of Human Resources to be inducted on the Board as a Woman Director - Legal.

He recommended to the Board to appoint her as an Additional Director of the Company liable to retire by rotation in compliance with the Act. The Directors consented to appoint Mrs. Sujata Dhananjay Athavale as Woman Director – Legal as an Additional Director.

Mrs. Sujata Dhananjay Athavale gave her consent to act as a Woman Director – Legal under section 152(5) of the Companies Act, 2013.

After deliberations, the following resolution was passed unanimously :

> "**RESOLVED THAT** Mrs. Sujata Dhananjay Athavale be and is hereby appointed as a Woman Director – Legal as an Additional Director with immediate effect.
>
> **FURTHER RESOLVED THAT** her consent under section 152(5) of the Companies Act, 2013 be taken on record and her appointment would be liable to retire by rotation under section 161(1) of the Companies Act, 2013.
>
> **RESOLVED FURTHER THAT** Mr. Ramlal Wadhawan, Chairman and Managing Director of the company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies and Regulatory Authorities."

For PBA Infrastructure Limited

Ramlal Wadhawan
Chairman & Managing Director
DIN : 00287661

FORM DIR-2
CONSENT TO ACT AS A DIRECTOR OF A COMPANY
[Pursuant to Section 152(5) and Rule 8 of Companies
(Appointment and Qualification of Directors) Rules, 2014]

To,
PBA INFRASTRUCTURE LIMITED
Prakash 611/3 V. N. Purav Marg,
Chembur,
Mumbai – 400071.

Subject: Consent to act as a Director.

I, Sujata Dhananjay Athavale, hereby give my consent to act as Director of PBA Infrastructure Limited, pursuant to sub-section (5) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a Director under the Companies Act, 2013.

1. Director Identification Number (DIN)	:	07601500
2. Name (in full)	:	Sujata Dhananjay Athavale
3. Father's Name (in full)	:	Jaisingrao B Katkar
4. Address	:	10, Suruchi Chs, Sant Janabai Road, Near Uttkarash Mandal, Vile Parle (East) Mumbai – 400057
5. E-mail id	:	sdathavale@rediffmail.com
6. Mobile no.	:	7506246099
7. Income-tax PAN	:	AHQPA0822M
8. Occupation	:	Lawyer
9. Date of birth	:	24/05/1963
10. Nationality	:	Indian

11. No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager : NIL

12. Particulars of Membership No. and Certificate of Practice No. if the applicant is a Member of any Professional Institute : MAH/2199/1998

Declaration

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Signature: S.D. Athavale

Date: 13th August, 2016

Place: Mumbai