



PNC Infratech Limited

An ISO : 9001-2008 Certified Company

RefNo: PNC/SE/80/16-17

Date: 21.01.2017

To,
The Manager
The Department of Corporate Services
BSE Limited
Floor 25, P.J. Towers,
Dalal Street, Mumbai-400 001
Scrip code:539150

To,
The Manager
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051
Scrip code: PNCINFRA


Dear Sir,

Sub: Proceedings of Postal Ballot under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are enclosing herewith the certified copy of proceeding held on January 20, 2017 relating to declaration of result on voting by Postal Ballot (including e-voting) conducted pursuant to postal ballot notice dated 7th December, 2016.

Please take note of the same.

Thanking you,
For PNC Infratech Limited


Devendra Kumar Agarwal
Chief Financial Officer



Encl: As stated above



Corporate Office : PNC Tower,
3/22-D, Civil Lines, Bypass Road,
NH-2, Agra-282002

Tel. : 91-562-4054400 (30 Lines)
91-562-4070000 (30 Lines)

Fax : 91-562-4070011

Email : ho@pncinfratech.com

Regd. Office : NBCC Plaza, Tower II,
4th Floor, Pushp Vihar, Sector-V, Saket
New Delhi--110017 (India)

Tel. : 91-11-29574800 (10 Lines)
91-11-29566511, 64724122

Fax : +91-11-29563844

Email : delhioffice@pncinfratech.com
Web. : www.pncinfratech.com
CIN : L45201DL1999PLC195937

MINUTES OF THE PROCEEDINGS HELD ON FRIDAY, JANUARY 20, 2017 FOR DECLARATION OF RESULTS OF THE POSTAL BALLOT AND E-VOTING OF PNC INFRATECH LIMITED PURSUANT TO THE POSTAL BALLOT NOTICE (02/2016-17) DATED DECEMBER 7, 2016, AT THE CORPORATE OFFICE SITUATED AT 3/22-D, CIVIL LINES, AGRA-DELHI BYPASS ROAD, NH-2, AGRA-282002

PRESENT

Mr. Pradeep Kumar Jain	-	Chairman & Managing Director
Mr. Chakresh Kumar Jain	-	Managing Director
Mr. Devendra Kumar Agarwal	-	Chief Financial Officer

SCRUTINIZER

Mr. Deepak Gupta	-	Practicing Company Secretary
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MEMBERS

Mr. Rajesh Lakhanpal
Mr. Manish Tripathi

The Board of Directors of the Company in the meeting held on December 07, 2016, decided to obtain consent of the members through Postal Ballot, pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 ('the Act'), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and appointed Mr. Deepak Gupta, Practicing Company Secretary (Membership No. 5339) as Scrutinizer to submit his report in respect of following items:

Item No. 1: Approval to enhance the borrowing powers of the company

Item No. 2: Approval to enhance the power of board to mortgage, hypothecate, pledge, creation of charge

The Notice of the Postal Ballot along with the Postal Ballot Form with the postage pre-paid self-addressed envelope was sent to all the Members, whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on Friday, December 09, 2016. For Members whose email address not registered, dispatch of Notice of Postal Ballot was completed on Monday, December 19, 2016. Members whose e-mail address were available in the electronic registry, Postal Ballot Notice was sent by e-mail on Monday, December 19, 2016.

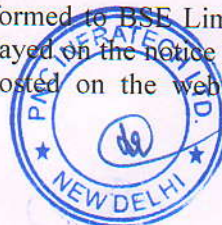
As required under the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had also made arrangement for voting by electronic means and availed the service of Central Depository Services (India) Limited (CDSL) to provide the facility to members for voting by electronic means.

The Notice to this effect was published in Financial Express and Jansatta on Tuesday, December 20, 2016 in the newspapers.

The members were requested to return the physical the physical postal ballot forms duly completed, along with assent (for) or dissent (against), so as to reach the scrutinizer before 5:00 P.M. (17:00 Hours IST) on Wednesday, January 18, 2017. In case of electronic voting, Members were requested to cast their voted electronically up to 5:00 P.M. (17:00 Hours IST) on Wednesday, January 18, 2017.

The Scrutinizer, carried out the scrutiny of Postal Ballot Forms received physically and the votes polled electronically up to Wednesday, January 18, 2017 and submitted his report on Friday, January 20, 2017 to Mr. Pradeep Kumar Jain, Chairman & Managing Director at the Corporate Office of the Company.

The result of the Postal Ballot & e-voting with details of the number of votes cast for and against the resolution, invalid votes along with Scrutinizer's Report was informed to BSE Limited and National Stock Exchange of India Limited on Friday, January 20, 2017, and displayed on the notice board of the Company at its Registered Office as well as Corporate Office, and was hosted on the website of the Company at www.pncinfratech.com simultaneously.



Agenda wise Disclosure

Item No.1: Special Resolution to enhance the borrowing powers of the Company

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	143841000	142489500	99.06	142489500	0.00	100.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total	143841000	142489500	99.06	142489500	0.00	100.00	0.00
Public Institutions	E-voting	61761710	56973706	92.25	51128217	5845489	89.74	10.26
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total	61761710	56973706	92.25	51128217	5845489	89.74	10.26
Public Non-Institutions	E-voting	50936455	24919417	48.92	24906147	13270	99.83	0.05
	Postal Ballot		24689	0.05	24639	50	0.10	0.20
	Sub-Total	50936455	24944106	48.97	24930786	13320	99.95	0.26
Total	Total	256539165	224407312	87.47	218548503	5858809	97.39	2.61

Item No.2: Special Resolution to enhance the power of board to mortgage, hypothecate, pledge, creation of Charge

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	143841000	142489500	99.06	142489500	0.00	100.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total	143841000	142489500	99.06	142489500	0	100.00	0.00
Public Institutions	E-voting	61761710	56973706	92.25	51128217	5845489	89.74	10.26
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total	61761710	56973706	92.25	51128217	5845489	89.74	10.26
Public Non - Institutions	E-voting	50936455	24919417	48.92	24905644	13773	99.82	0.06
	Postal Ballot		24689	0.05	24639	50	0.10	0.20
	Sub-Total	50936455	24944106	48.97	24930283	13823	99.94	0.26
Total	Total	256539165	224407312	87.47	218548000	5859312	97.39	2.61



Item No. 1

TO ENHANCE THE BORROWING POWERS OF THE COMPANY

“**RESOLVED THAT** in supersession of the earlier Resolution passed at the Annual General Meeting of the Company held on September 11, 2014 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provision, if any, and the Rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, the consent, authority and approval of the shareholders be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’) of the Company, to borrow any sums of money at any time or from time to time as they may deem fit for the purpose of carrying on the business of the Company, so however, that the total amount of such borrowings outstanding at any given point of time shall not exceed Rs.4000 Crore (Rupees Four Thousand Crore only) notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from cash credit arrangements, discounting of bills and other temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board or Banking & Investment committee thereof be and is hereby authorized and empowered to arrange or settle the terms and conditions on which such monies are to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or Banking & Investment committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

Item No. 2

TO ENHANCE THE POWER OF BOARD TO MORTGAGE, HYPOTHECATE, PLEDGE, CREATION OF CHARGE

“**RESOLVED THAT** in supersession of the earlier Resolution passed at the Annual General Meeting of the Company held on September 11, 2014 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and all other applicable provision, if any, and the Rules framed there under (including any statutory modification or reenactment thereof, for the time being in force), the Articles of Association of the Company, consent, authority and approval of the shareholders be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’) of the Company, to mortgage, hypothecate, pledge and/or create charge, security from time to time, in such form, manner and ranking and on such terms and at such time(s) as the Board may deem fit in the interest of the Company, on all or any of the moveable and/or immoveable, tangible and/ or intangible properties of the Company, present and/or future, wherever situated, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s) and their subsidiaries, bank(s), mutual fund(s), trusts, other bodies corporate (hereinafter referred to as the “Lending Agencies”) and Trustee(s) for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and/or to the Lending Agencies under their respective Agreements/ Loan Agreements/Debt Trust Deeds entered or to be entered into by the Company in respect of the said borrowings, upto the limits approved or as may be approved by the Members pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or Banking & Investment committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”



Based on Scrutinizer's Report, the Chairman Managing Director announced the result of Postal Ballot on Friday, January 20, 2017 at 02:00 P.M. and declared that both the resolutions as set out in the Postal Ballot Notice dated December 07, 2016 have been passed by the shareholders of the Company with requisite majority.

Mr. Pradeep Kumar Jain expressed his thanks to Mr. Deepak Gupta for exercising due diligence for entire Postal Ballot Process and also thanked the members present and concluded the proceedings.

Date of Entry: 21.01.2017
Date of Signing: 21.01.2017
Place of Signing: Agre



Sd/-
PRADEEP KUMAR JAIN
Chairman & Managing Director
DIN: 00086653