



PNC Infratech Limited

Registered office: , NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110 017
(CIN –L45201DL1999PLC195937)

Notice to Members

Notice is hereby given that the 16th Annual General Meeting (AGM) of the Members of PNC Infratech Limited will be held on Monday, September 28, 2015 at 11:00 A.M. at Arya Auditorium, Des Raj Campus, C-Block, East of Kailash, New Delhi-110 065 to transact the following business:

Ordinary Business :

1. To receive, consider and adopt -
 - a) the audited Standalone Financial Statement of the Company for the year ended March 31, 2015, and the report of the Board of Directors and Auditors thereon.
 - b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015, and the report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March 2015.
3. To appoint a Director in place of Shri Naveen Kumar Jain, Whole Time Director, (DIN 00086841), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Anil Kumar Rao, Whole Time Director, (holding DIN 01224525), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendation of the Audit Committee and Board of Directors and pursuant to the resolution passed by the members at the AGM held on 11th September 2014, appointment of M/s. Purushottam Agrawal & Company, Chartered Accountants, Agra (Firm's

Registration No. 000731C) and M/s. S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi (Firm's Registration No. 000756N), as the Auditors of the Company, be and is hereby ratified for the financial year 2015-16, with such remuneration plus applicable tax, in addition to reimbursement of all out-of pocket expenses as may be incurred in connection with the audit of the accounts of the Company, as may be mutually agreed by Board or any Committee of Board and Auditors."

SPECIAL BUSINESS –

6. To approve keeping and maintaining of statutory books and Registers and other documents at a place other than registered office under Companies Act, 2013

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 compliance of Section 94 of the Companies Act, 2013 and other applicable provisions, if any, read with Companies (Management and Administration) Rules, 2014, Listing Agreement of the Stock Exchanges, Articles of Associations of the Company including any amendment, modification, substitution and otherwise thereof from time to time, and subject to such approvals and consents as may be required, the consent of the members be and is hereby accorded to keep and maintain the register of members and index of members separately for each class of equity and preference shares, register and index of debenture holders if any, register and index of any other Security holders if any, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, if any, Register of Employees Stock Option Plan, if any, and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act, up to a period as statutory required to be preserved under the Companies Act, 2013, and other related books be kept at the Delhi office of the Company's Registrar and Transfer Agents, M/s. Link Intime

India Private Limited, situated at 44, Community Centre, IInd Floor, Naraina Industrial Area Phase I, Near PVR Naraina, New Delhi.

RESOLVED FURTHER THAT the Registers, Indexes, Returns, documents etc. as aforesaid be kept open for inspection between the hours of 2.00 p.m. and 4.00 p.m. on any working day of the Registrars except when the Registers and Books are closed."

RESOLVED FURTHER THAT all the other statutory registers, minutes, index and books as required to be maintained in the registered office of the Company, be kept open for statutory inspection, if any between the hours of 2.00 p.m. and 4.00 p.m. on any working day of the Company at the registered office of the Company.

RESOLVED FURTHER THAT Board of Directors including any Committee thereof, any Director including Managing Directors and Company Secretary be and are hereby jointly and/ or severally authorized to take all such steps and to do all such acts, deeds and things for due compliance in this regard and act upon.

7. To ratify remuneration of Cost Auditors of the Company for FY. 2015-16

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **"ORDINARY RESOLUTION"**:

"RESOLVED THAT pursuant to provisions of Section 148 of

the Companies Act, 2013 and other applicable provisions, if any, read with Companies (Audit and Auditors) Rules, 2014 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for ratification of M/s. R K G & Associates., Cost Accountants, of the Company at a remuneration of Rs. 40,000/- plus out of pocket expenses & taxes as may be applicable for the financial year 2015-16 as recommended by audit Committee and approved by Board of Director of the Company.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution.

By order of the Board of Directors
For PNC Infratech Limited

(B. K. Dash)
Company Secretary & Compliance Officer
Membership No.: A17982

Corporate office

PNC Tower, 3/22-D, Civil Lines,
Agra Delhi Bypass Road, National Highway 2,
Agra 282 002, India

Dated: 7th August, 2015

NOTES

1. **PROXIES: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE '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**

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules framed thereunder a person can act as Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member. The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office

of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution / authority, as applicable. Every Member entitled to vote at the Meeting can inspect the proxies lodged at the Company, at any time during the business hours of the Company, during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2. **Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.

3. **Communication:** Electronic copy of the Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members, whose email IDs are registered with the Company's Registrar and Share Transfer Agents / Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members, who have not registered their email IDs, physical copies of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.

Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialised form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting.

4. **Registrar & Share Transfer Agents and Depository Participant:** Members holding Shares in physical mode are requested to intimate changes in their address, bank details, ECS mandate, nomination, power of attorney, change in name/ address etc. to Link Intime India Private Limited, Registrar and Share Transfer Agents (RTA) of the Company located at 44, Community Centre, IIInd Floor, Naraina Industrial Area Phase I, Near PVR Naraina, New Delhi.

Members holding Shares in electronic mode are requested to send the intimation for change of address, bank details, ECS mandate, nomination, power of attorney, change in name/ address etc. to their respective Depository Participants, any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

5. **Nomination Facility:** Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Link Intime India Private Limited, who will

provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.

6. **Book Closure:** Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 22, 2015 to Monday, September 28, 2015 (both days inclusive) for the purpose of electronic credit / despatch of dividend and AGM.

7. **Dividend:** Subject to the provisions of Section 123 to Section 127 of the Companies Act, 2013, Dividend on Equity Shares for the year ended March 31, 2015 as recommended by the Board, if sanctioned at the AGM, will be paid within a period of 30 days from the date of declaration –

- to those Members, holding Equity Shares in physical form, whose names appear on the Company's Register of Members, at the close of business hours on Monday, 21st September 2015 after giving effect to all valid transfers in physical form lodged on or before Monday, 21st September 2015 with the Company and / or its Registrar and Share Transfer Agents; and
- in respect of Shares held in electronic form, to all beneficial owners as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose, as on Monday, 21st September 2015 .

Members who are holding Shares in electronic form may note that bank particulars registered with their respective Depository Participants will be used by the Company for electronic credit / despatch of dividend. The Company or its Registrar and Share Transfer Agents (RTA) cannot act on any request received directly from the Members holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the Members concerned to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

8. **Go Green Initiative:** Members holding Shares in physical form are requested to register their email IDs with the Company's Registrar and Share Transfer Agents (RTA) i.e. Link Intime India Private Limited and Members holding Shares in electronic / demat mode are requested to register their email IDs with their respective Depository Participants (DPs). Members whose email IDs have undergone any change or whose IDs require any correction, may kindly

update the same with the RTA or the DPs, as stated above.

Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting.

9. **Consolidation of Multiple Folios:** Members who hold Shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.
10. **Mandatory PAN Submission:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited.
11. **Inspection by Members:** All Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during the business hours up to the date of the Annual General Meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.

12. **Subsidiary Accounts:** In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the

Company on making requisition to the Company Secretary or email at complianceofficer@pncinfratech.com.

A Statement containing the salient features of the financial statement of subsidiaries forms part of the Annual Report of the Company. The audited financial statements will also be available for inspection at the Registered Office of the Company and the concerned subsidiary companies during business hours on all working days, except Saturdays, Sundays and public holidays, during the business hours up to the date of the Annual General Meeting. Further, the documents shall also be available on the website of the Company www.pncinfratech.com.

13. Voting through electronic means (E- Voting) :

- I) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 16th Annual General Meeting by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited.
- II) The facility for voting through ballot paper shall be made available at the AGM and Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The Members who have casted their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 25th September 2015 at 9.00 a.m. and ends on Sunday, 27th September 2015. at 5 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 21st September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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| <ul style="list-style-type: none"> (ii) The shareholders should log on to the e-voting website www.evotingindia.com. (iii) Click on Shareholders. (iv) Now Enter your User ID <ul style="list-style-type: none"> a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, | <ul style="list-style-type: none"> c. Members holding shares in Physical Form should enter Folio Number registered with the Company. (v) Next enter the Image Verification as displayed and Click on Login. (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. |
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(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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| <ul style="list-style-type: none"> (viii) After entering these details appropriately, click on "SUBMIT" tab. (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote. | <ul style="list-style-type: none"> (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution. (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details. (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page. (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image |
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verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

14. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on cut-off date i.e. 21st September 2015, may write to Registrar & Share Transfer Agent of the Company, Link Intime India Private Limited, India or send an e-mail at delhi@linkintime.co.in or helpdesk.evoting@cdslindia.com.

15. The shareholders may also contact in case of any grievance connected with e-voting to:

Mr. B.K. Dash

Company Secretary & Compliance Officer

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

Email id: complianceofficer@pncinfratech.com

Phone No.: 0562-4054400

Fax No. : 0562-4070011

16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 21st September, 2015.
17. The Company has appointed Mr. Deepak Gupta, Partner of DR Associates, Company Secretaries, as the Scrutinizer who will conduct the remote e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
19. As per the provisions of clause 35A of Listing Agreement, the results of the e-voting are to be submitted to the Stock Exchange(s) within 48 hours of the conclusion of the AGM. The results declared along with Scrutiniser's Report shall be placed on the Company's website www.pncinfratech.com
20. **Information of Directors pursuant to Listing Agreement:**
At the ensuing Meeting of the Company, Mr. Naveen Kumar Jain and Mr. Anil Kumar Rao, Whole Time Directors, retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible, seeks re-appointment.

Pursuant to Clause 49(VIII)(E) of the Listing Agreement with the Stock Exchanges, the particulars of the aforesaid Directors seeking appointment or re-appointment at the AGM are given below:

Name of the Director	Mr. Naveen Kumar Jain	Mr. Anil Kumar Rao
Date of Birth	14-10-1961	10-08-1962
Date of Appointment	February 20, 2006	November 17, 2000
Qualification and Experience in Specific functional area	Whole-time Director and a Promoter of our Company. Graduated with a bachelor's degree in arts from the University of Agra in 2007. He has over 28 years of experience in industries such as construction, cold storage transportation, machineries and transport organization. He has been a Director on our Board since February 2006 and was last re-appointed as a whole time Director of our Company with effect from October 1, 2012. His current responsibilities include supervision of administration, human resources and legal and logistics-related functions in our Company.	He holds a bachelor's degree in civil engineering from Shri Govindram Seksaria Institute of Technology and Science, Devi Ahilya University, Indore in 1984 and a master's degree in engineering from Madhav Institute of Technical and Science, Gwalior in 2009. Prior to joining our Company, among others, he worked as project manager in Progressive Constructions Limited and as project-in-charge in Galfar Engineering and Contracting LLC, Oman. He is also a member of Indian Roads Congress and Institution of Engineers India. He has over 28 years of experience in the infrastructure industry and allied areas. He also has experience in the execution of runway related, road-related and other infrastructure projects. His current responsibilities include overall monitoring and execution of projects. He has been a Director on our Board since November 17, 2000 and was last re-appointed as a whole-time Director with effect from October 1, 2011.
Directorship in other Companies	1. PNC Cold Storage Private Limited 2. Shri Mahaveer Infrastructure Private Limited.	Indian public limited companies : 1. PNC Kanpur Highways Limited Indian private limited companies 1. Ferrovia Transrail Solutions Private Limited; and 2. MP Highways Private Limited
Member/Chairman of Committees of the Board of Directors of other Public Limited Companies, in which he is a Director	-	-
Member/Chairman of Committees of the Board of Directors of the Company	-	Member - Corporate Social Responsibility Committee
Number of shares held in the Company	3551625	16100
Relationship with directors and KMPs	Mr. Pradeep Kumar Jain (Brother) Mr. Chakresh Kumar Jain (Brother) Mr. Yogesh Kumar Jain (Brother)	-
No. of Board Meetings attended	5	3

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

As required by Section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement sets out the material facts relating to the Special Businesses mentioned under item Nos. 6 and 7 in the accompanying Notice:

ITEM NO. 6

It is proposed to keep the register of members and index of members separately for each class of equity and preference shares, register and index of debenture holders if any, register and index of any other Security holders if any, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, if any, Register of Employees Stock Option Plan, if any, and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act at the premises of M/s. Link Intime India Private Limited, Company's Registrar and Share Transfer Agent (RTA) at their New Delhi office.

It is also proposed to fix the time for inspection of all the other statutory registers, minutes, index and books as required to be maintained in the registered office of the Company, if any between 2.00 PM to 4.00 PM, to make it convenient for the management to allow inspection in a particular time slot.

The Board of Directors have recommended the proposal for the approval of Shareholders. The Shareholders may deliberate and approve the same.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution.

Item No. 7.

The Board of Directors of the Company on recommendation of Audit Committee, has approved reappointment of M/s. R K G & Associates., Cost Accountants, Agra as the Cost Auditor of the Company for the Financial Year 2015-16 with same remuneration of Rs. 40,000/- plus out of pocket expenses, if any, and applicable taxes. However, the said remuneration shall be subject to ratification by shareholders in the ensuing Annual General Meeting. Members may deliberate and approve the same as ordinary resolution.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution.

By order of the Board of Directors
For PNC Infratech Limited

(B. K. Dash)
Company Secretary
Membership No.: A17982

Corporate office

PNC Tower, 3/22-D, Civil Lines,
Agra Delhi Bypass Road, National Highway 2,
Agra 282 002, India

Dated: 7th August, 2015



FORM NO.MGT-11
PROXY FORM



PNC INFRATECH LIMITED

(CIN –L45201DL1999PLC195937)

Registered office: NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, New Delhi-110017

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Please Cut Here

Name of the member(s)		E-mail Id	
Registered Address		Folio No./*Client ID	
		*DP ID	

I / We, being the holder/s of equity shares of PNC Infratech Limited, hereby appoint:

- 1) of having e-mail id or failing him
- 2) of having e-mail id or failing him
- 3) of having e-mail id

and whose signature(s) is appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on the Monday, 28th September, 2015 at 11.00 a.m., at Arya Auditorium, Des Raj Campus, C-Block, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as are indicated below:



**I wish my above Proxy to vote in the manner as indicated in the box below:

Particulars	For	Against
1. Consider and adopt:		
a) Audited Financial Statements, Reports of the Board of Directors and Auditors		
b) Audited Consolidated Financial Statements		
2. Declaration of Final Dividend of Re. 1.50 per equity shares of Rs.10/-each		
3. Appointment of Mr. Naveen Kumar Jain, Whole Time Director, liable to retire by rotation		
4. Appointment of Mr. Anil Kumar Rao, Whole Time Director, liable to retire by rotation		
5. Ratification for re-appointment of Statutory Auditors of the Company		
6. To approve keeping and maintaining of statutory books and Registers and other documents at a place other than registered office under Companies Act, 2013		
7. To ratify remuneration of Cost Auditors of the Company for FY. 2015-16		

*Applicable for investors holding shares in electronic form.

**This is Optional

Signed this..... day of..... ,2015

Please Affix
Revenue
Stamp

Signature of member

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. * It is optional to indicate your preference. If you leave the 'For', or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.



ATTENDANCE SLIP



PNC INFRATECH LIMITED

(CIN –L45201DL1999PLC195937)

Registered office: NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, New Delhi-110017

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the meeting

DP Id*	
Client Id*	

Folio No.	
No.of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 16th ANNUAL GENERAL MEETING of the Company held on Monday, September 28, 2015 at 11.00 a.m at Arya Auditorium, Des Raj Campus, C-Block, East of Kailash, New Delhi-110065.

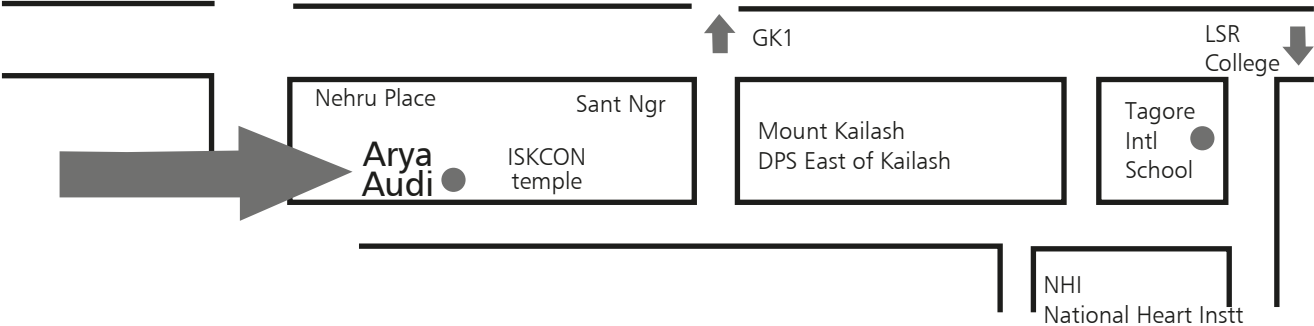
Signature of member/Proxy holder(s)

*Applicable for investors holding shares in electronic form.



Please Cut Here

Road map for arya auditorium.



Venue:- Arya Auditorium
Des Raj Campus,
C - Block, East of Kailash,
New Delhi-65