



PNC INFRATECH LIMITED

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

Tel: (+91 11) 2957 4800 Fax: (+91 11) 2956 3844 E-mail: complianceofficer@pncinfratech.com
Website: www.pncinfratech.com

Notice to Members

Notice is hereby given that the 18th Annual General Meeting (AGM) of the Members of **PNC Infratech Limited** will be held on **Friday, September 29, 2017 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065** 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, 2017, 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, 2017, and the report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March 2017.
3. To appoint a Director in place of Mr. 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 Mr. Anil Kumar Rao, Whole Time Director, (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 subject to approval of Members, M/s S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi (Firm's Registration No. 000756N), as the Auditor of the Company, be and is hereby appointed from the conclusion of this Annual General Meeting till the conclusion of twenty Second Annual General Meeting to be held for the financial year 2020-21, subject to annual ratification at every Annual General Meeting, 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 decided by the Board or any Committee of Board and Auditors."

SPECIAL BUSINESS -

6. TO RATIFY REMUNERATION OF COST AUDITORS OF THE COMPANY FOR FY. 2017-18

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 appointment of **M/s. R K G & Associates, Cost Accountants(M. No. 10698)**, as Cost Auditors at a remuneration of Rs.40,000/- plus out of pocket expenses & taxes as may be applicable for conducting the audit of the cost records of the Company for the financial year 2017-18 as recommended by audit Committee and approved by Board of Directors of the Company.

RESOLVED FURTHER 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."

7. RE-APPOINTMENT OF MR. NAVEEN KUMAR JAIN, (DIN: 00086841) WHOLE TIME DIRECTOR

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 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Members be and are hereby accorded for re-appointment of Mr. Naveen Kumar Jain, Whole Time Director of the Company for a period of 5 years commencing from October 1, 2017 on the terms and condition including remuneration as given below:

RESOLVED FURTHER THAT Mr. Naveen Kumar Jain, Whole time Director shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:

Salary:

Upto Rs.13,50,000.00 (Rs. Thirteen Lakh Fifty Thousand only) per month.

Perquisites: Mr. Naveen Kumar Jain shall be entitled to perquisites as given below:-

- Rent free accommodation or house rent allowance upto of 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the remuneration committee of the company from time to time.
- Reimbursement of medical expenses incurred for self and family upto one months' salary in a year or three months' salary over a period of three years.
- Leave travel concession for self and family once a year as per rules.
- Personal accident insurance where premium paid by our Company.
- Club fees for a maximum of two clubs (excluding admission and life membership fees).
- Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.
- Provision of chauffeur Driven Company's car (including all maintenance expenses).
- Provision of telephone service at residence.
- Encashment of leave at the end of tenure as per Company rules

Explanation: Perquisites shall be evaluated as per Income Tax rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost to the company.

Overall Ceiling:

Total Managerial Remuneration payable to Mr. Naveen Kumar Jain, Whole time Director of the Company for each financial year, whether paid as Salary, Perquisite or otherwise, shall be subject to overall ceiling as provided under the Companies Act, 2013 as under:-

- Total Managerial Remuneration payable to Mr. Naveen Kumar Jain shall not exceed 5% of net profits of the company for the financial year, and
- Total managerial remuneration payable to all the Managing/ Whole Time Directors of the company shall not exceed 10% of the net profits of the company for that financial year.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of services of Mr. Naveen Kumar Jain, Whole time Director, the payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.”

8. REVISION IN THE REMUNERATION OF MR. ANIL KUMAR RAO (DIN: 01224525), WHOLE TIME DIRECTOR

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 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made there under (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Members be and are hereby accorded for revision in the remuneration of Mr. Anil Kumar Rao, Whole time Director of the Company for the remaining tenure of his term, w.e.f. 01/01/2017.

RESOLVED FURTHER THAT Mr. Anil Kumar Rao, Whole time Director shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:

Salary:

Upto Rs. 5,38,500.00 (Rs. Five Lakh Thirty Eight Thousand Five Hundred only) per month.

Perquisites: Mr. Anil Kumar Rao shall be entitled to perquisites as given below:-

- Rent free accommodation or house rent allowance upto of 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the remuneration committee of the company from time to time.
- Reimbursement of medical expenses incurred for self and family upto one months' salary in a year or three months' salary over a period of three years.
- Leave travel concession for self and family once a year as per rules.
- Personal accident insurance where premium paid by our Company.
- Club fees for a maximum of two clubs (excluding admission and life membership fees).
- Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.
- Provision of chauffeur Driven Company's car (including all maintenance expenses).
- Provision of telephone service at residence.
- Encashment of leave at the end of tenure as per Company rules

Explanation: Perquisites shall be evaluated as per Income Tax rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost to the company.

Overall Ceiling:

Total Managerial Remuneration payable to Mr. Anil Kumar Rao, Whole time Director of the company for each financial year, whether paid as Salary, Perquisite or otherwise, shall be subject to overall ceiling as provided under the Companies Act, 2013 as under:-

- Total Managerial Remuneration payable to Mr. Anil Kumar Rao shall not exceed 5% of net profits of the company for the financial year, and
- Total managerial remuneration payable to all the Managing/ Whole Time Directors of the company shall not exceed 10% of the net profits of the company for that financial year.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of services of Mr. Anil Kumar Rao as Whole time Director, the payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.”

9. SPECIAL INCENTIVE TO MR. ANIL KUMAR RAO, WHOLE TIME DIRECTOR

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 provisions of Section 197 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and in terms of recommendation of the Nomination and Remuneration Committee, consent of the members of the company be and is hereby accorded to pay a sum not exceeding Rs.1,24,00,000/- (Rupees One Crore Twenty Four Lakhs Only) to Mr. Anil Kumar Rao, Whole Time Director in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made as a special incentive for the financial year 2016-17.

RESOLVED FURTHER THAT, Mr. Chakresh Kumar Jain or Mr. Yogesh Kumar Jain, Managing Director(s) be and hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient for giving effect to this resolution.”

10. TO ENHANCE THE BORROWING POWERS OF THE COMPANY

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

“**RESOLVED THAT** in supersession of the earlier Resolution passed through Postal Ballot Result of the Company declared on January 20, 2017 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, consent, authority and approval of the Shareholders of the Company be and are 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.5000 Crores (Rupees Five Thousand Crores 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.

RESOLVED FURTHER THAT, Mr. Chakresh Kumar Jain or Mr. Yogesh Kumar Jain, Managing Director(s) be and are severally authorized to take all steps for giving effect to the aforesaid Resolution."

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

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

"RESOLVED THAT in supersession of the earlier Resolution passed through Postal Ballot result declared on January 20, 2017 vide Postal Ballot Notice dated December 07, 2016 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 of the Company be and are 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/Debtenture Trust Deeds entered or to be entered into by the Company in respect of the said borrowings, up to 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 of the Company 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.

RESOLVED FURTHER THAT, Mr. Chakresh Kumar Jain or Mr. Yogesh Kumar Jain, Managing Director(s) be and are severally authorized to take all steps for giving effect to the aforesaid Resolution."

By order of the Board of Directors

For PNC Infratech Limited

Tapan Jain
Company Secretary
M. No. A22603

Corporate office

PNC Tower, 3/22-D, Civil Lines,
Agra Delhi Bypass Road, National Highway 2,
Agra 282 002, India
Dated: 11th August, 2017

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 there under 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 Annual Report 2016-17 and 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 Annual Report 2016-17 and 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 dematerialized 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, IInd 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 Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive) for the purpose of electronic credit / dispatch 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, 2017 as recommended by the Board, if sanctioned at the AGM, will be paid within a period of 30 days from the date of declaration –

- a) 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 Friday, September 22, 2017 after giving effect to all valid transfers in physical form lodged on or before Friday, September 22, 2017 with the Company and / or its Registrar and Share Transfer Agents; and
- b) 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 close of business hours on Friday, September 22, 2017.

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 / dispatch 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 Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 18th 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 Tuesday, 26th September 2017 at 9.00 a.m. and ends on Thursday, 28th September 2017 at 5.00 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 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- a) For CDSL: 16 digits beneficiary ID,
- b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 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.
- (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).

- (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.
- (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 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 and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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. 22nd September 2017, 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:
- Tapan Jain
Company Secretary & Compliance Officer
Address: PNC Tower, 3/22-D, Civil Lines, Bypass Road, NH-2, Agra-282002
Email id: complianceofficer@pncinftratech.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. Friday, 22nd September 2017.
17. The Company has appointed Mr. Deepak Gupta, Company Secretary, Partner of DR Associates (Membership No. FCS 5339; CP No. 4629) 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.pncinftratech.com
20. The Route Map of venue of the Annual General Meeting is enclosed.
21. **Information of Directors pursuant to Listing Regulations:** At the ensuing Meeting of the Company, Mr. Naveen Kumar Jain and Mr. Anil Kumar Rao, Whole Time Director(s), 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 Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2), the particulars of the aforesaid Directors seeking appointment or re-appointment at the AGM are given in **Annexure B**.

ANNEXURES TO THE NOTICE 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 to 11 in the accompanying Notice:

ITEM NO. 6

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 conducting the audit of the cost records of the Company for the Financial Year 2017-18 with same remuneration of Rs.40,000/- at the applicable rates and reimbursement of 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.

Section 148 of the Companies Act, 2013 and the Rules made thereunder requires that the remuneration payable to the Cost Auditor, be approved by the Members of the Company.

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 present tenure of Mr. Naveen Kumar Jain, Whole Time Director expiring in September, 2017 and considering his dedicated efforts towards achieving of continuous growth and profits of the Company, it is proposed for re-appointment for a further period of (5) five years on recommendation of Nomination and Remuneration Committee on the same remuneration which he is presently getting and shall be subject to approval of the shareholders in a General Meeting.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 24, 2017 has approved the re-appointment of Mr. Naveen Kumar Jain, Whole Time Director of the Company subject to the overall ceiling under Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013.

ITEM NO. 8

The members of the Company, by way of passing resolution through Postal Ballot on July 19, 2016 vide Postal Ballot Notice dated May 27, 2016, had approved the increase in remuneration of Mr. Pradeep Kumar Jain, Chairman & Managing Director, Mr. Naveen Kumar Jain, Whole Time Director, Mr. Chakresh Kumar Jain, Managing Director, Mr. Yogesh Kumar Jain, Managing Director, of the Company, which was effective from 01.04.2016 and Mr. Anil Kumar Rao, Whole Time Director of the Company, which was effective from 01.01.2016.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 11, 2017 has approved the increase in remuneration of Mr. Anil Kumar Rao, Whole Time Director of the Company subject to the overall ceiling under Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013.

As required in **Item No. 7 & 8**, the details of appointment and present remuneration paid to Mr. Naveen Kumar Jain and Mr. Anil Kumar Rao, Whole Time Directors are mentioned in '**Annexure A**' which forms part of the notice.

The brief profile of Whole time Directors and the detail of shareholding as per requirements of Companies Act, 2013, the rules made there under and the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of appointment/re-appointment of Directors at the Annual General Meeting are given in '**Annexure B**' and '**Annexure C**'.

Annexure A

SR. NO.	NAME	DESIGNATION	LAST APPOINTMENTS			RE-APPOINTMENT SOUGHT		Current Remuneration		Proposed Remuneration	
			NO. OF YEAR	PERIOD		PERIOD		AMOUNT (per Year) (in Rs.)	W.E.F.	AMOUNT (per Year) (in Rs.)	W.E.F.
				FROM	TO	FROM	TO				
1.	Mr. Naveen Kumar Jain	WTD	5	01.10.2012	30.09.2017	01.10.2017	30.09.2022	162.00 Lakh	01.04.2016	NA	NA
2.	Mr. Anil Kumar Rao	WTD	5	01.10.2016	30.09.2021	NA	NA	57.00 Lakh	01.01.2016	64.62 Lakh	01.01.2017

Annexure B

Brief Profile of Whole Time Directors as per Secretarial Standard (SS-2) are as follows:

Name of the Director	Mr. Naveen Kumar Jain	Mr. Anil Kumar Rao
DIN	00086841	01224525
Date of Birth	14-10-1961	10-08-1962
Age	55	55

Date of First Appointment	February 20, 2006	November 17, 2000
Date of last re-appointment	October 1, 2012	October 1, 2016
Qualification and Experience in Specific functional area	He holds bachelor's degree in arts from the University of Agra in 2007. He has over 30 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. He has over 30 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.
Remuneration last drawn [In Rs.]	1,62,00,000.00	1,81,00,000.00*
Shareholding in the Company (No. of Equity Share of Face Value of Rs. 2/- each)	1,77,58,125	80,500
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Pradeep Kumar Jain (Brother) Mr. Chakresh Kumar Jain (Brother) Mr. Yogesh Kumar Jain (Brother)	None of Directors and KMP are Relatives
The number of Meetings of the Board attended during the year 2016-17 and other Directorships	Four	Four
Directorship in other Companies	1. PNC Cold Storage Private Limited; 2. Shri Mahaveer Infrastructure Private Limited; and 3. Mahaveer Manning Private Limited;	1. PNC Kanpur Highways Limited 2. Ferrovia Transrail Solutions Private Limited; 3. MP Highways Private Limited; 4. PNC Rajasthan Highways Private Limited; 5. PNC Khajuraho Highways Private Limited; 6. PNC Chitradurga Highways Private Limited; and 7. PNC Bundelkhand Highways Private Limited
Membership/ Chairmanship of Committees of other Boards	-	-

* Includes incentive of Rs. 1,24,00,000

Annexure C

A. The details of shareholding held by Mr. Naveen Kumar Jain, Whole Time Director, and his relatives in the Company are as follows:-

Sl. No.	Name of the KMP & Their Relative	No. of Equity Share of Face Value of Rs. 2/- each	Percentage of Total No. of Share
1	Mr. Naveen Kumar Jain	17758125	6.92
2	Mr. Pradeep Kumar Jain	16363125	6.38
3	Mr. Chakresh Kumar Jain	2176125	0.85
4	Mr. Yogesh Kumar Jain	16456125	6.41
5	Naveen Kumar Jain (HUF)	1500	0
6	Smt. Renu Jain	11671500	4.55
	Total	64426500	25.11

b. The details of shareholding held by Mr. Anil Kumar Rao, Whole Time Director and his relative in the Company are as follows:-

Sl. No.	Name of the KMP & Their Relative	No. of Equity Share of Face Value of Rs. 2/- each	Percentage of Total No. of Share
1	Mr. Anil Kumar Rao	80500	0.03
	Total	80500	0.03

Your approval is solicited to the resolution as mentioned in item no. 7 & 8.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of contract for re-appointment and remuneration payable to Mr. Naveen Kumar Jain and Mr. Anil Kumar Rao, Whole Time Directors of the Company and a memorandum as to the nature of concern and interest of the Directors in the said revision, as required under Section 190 of the Act.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the Ordinary Resolution set out in Item No. 7 to 8 for approval by the Members.

None of the director and key managerial personnel, except Mr. Pradeep Kumar Jain, Mr. Naveen Kumar Jain, Mr. Chakresh Kumar Jain, Mr. Yogesh Kumar Jain, Mr. Anil Kumar Rao and their relatives are interested and concerned in the above resolution.

ITEM NO. 9

Mr. Anil Kumar Rao was appointed as Whole Time Director of the Company for a period of five years w.e.f. 01.10.2016 with a remuneration last revised w.e.f. 01.01.2016. In view of dedicated efforts and contribution made by Mr. Anil Kumar Rao specifically in timely completion and execution of projects, Mr. Anil Kumar Rao deserves to be incentivized by way of special incentive. The Board of Directors, on the recommendation of Nomination and Remuneration Committee, has recommended to pay a special incentive of Rs. 124.00 Lacs, in addition to the remuneration he draws as whole time director of the Company subject to ratification by shareholders. The said incentive is in addition to the revised remuneration being paid to Mr. Anil Kumar Rao.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the special resolution set out at item no. 9 of the accompanying notice for the approval by members.

None of the Directors and Key Managerial Personnel/their relatives of the Company except Mr. Anil Kumar Rao are concerned or interested, financially or otherwise in this resolution.

ITEM NO.10 TO 11

The members of the Company by way of passing special resolution through Postal Ballot Result declared on January 20, 2017 vide Postal Ballot Notice dated December 07, 2016, had authorized the Board of Directors to hypothecate, mortgage, create charge or otherwise encumber the Company's immovable and movable properties from time to time under the borrowing limits.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.5000 Crores (Rupees Five Thousand Crores only). Pursuant to Section 180(1)(c) of the companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board recommends the resolutions as set out in item no. 10 & 11 as special resolution for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors
For PNC Infratech Limited

Tapan Jain
Company Secretary
M. No. A22603

Corporate office

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

Dated: 11th August, 2017



PNC INFRATECH LIMITED

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

Tel: (+91 11) 2957 4800 Fax: (+91 11) 2956 3844 E-mail: complianceofficer@pncinfratech.com
Website: www.pncinfratech.com

ATTENDANCE SLIP

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 **18th ANNUAL GENERAL MEETING** of the Company held on **Friday, September 29, 2017 at 11:00 A.M** at **Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065.**

Signature of member/Proxy holder(s)

*Applicable for investors holding shares in electronic form.



PNC INFRATECH LIMITED

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Tel: (+91 11) 2957 4800 Fax: (+91 11) 2956 3844 E-mail: complianceofficer@pncinfratech.com
Website: www.pncinfratech.com

FORM NO.MGT-11 PROXY FORM

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

Name of the member(s) Registered Address	E-mail Id Folio No./ *Client ID *DP ID
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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 18th Annual General Meeting of the Company, to be held on the **Friday, September 29, 2017 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, 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. Receive, consider and adopt: a) the audited Standalone Financial Statement of the Company for the year ended March 31, 2017, 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, 2017, and the report of the Auditors thereon.		
2. Declare dividend on Equity Shares for the financial year ended 31st March 2017		
3. Appoint a Director in place of Mr. Naveen Kumar Jain, Whole Time Director, (DIN 00086841), who retires by rotation and being eligible, offers himself for re-appointment		
4. Appoint a Director in place of Mr. Anil Kumar Rao, Whole Time Director, (DIN 01224525), who retires by rotation and being eligible, offers himself for re-appointment		
5. Re-appointment of M/s. S.S. Kothari Mehta & Co., Statutory Auditor of the Company		
6. Ratify remuneration of Cost Auditors of the Company for FY. 2017-18		
7. Re-appointment of Mr. Naveen Kumar Jain (DIN: 00086841), Whole Time Director		
8. Revision in the remuneration of Mr. Anil Kumar Rao (DIN: 01224525), Whole Time Director		
9. Special Incentive to Mr. Anil Kumar Rao, Whole Time Director.		
10. Enhance the borrowing powers of the company		
11. Enhance the power of board to mortgage, hypothecate, pledge, creation of charge		

*Applicable for investors holding shares in electronic form.

**This is Optional

Signed this..... day of....., 2017

Signature of member

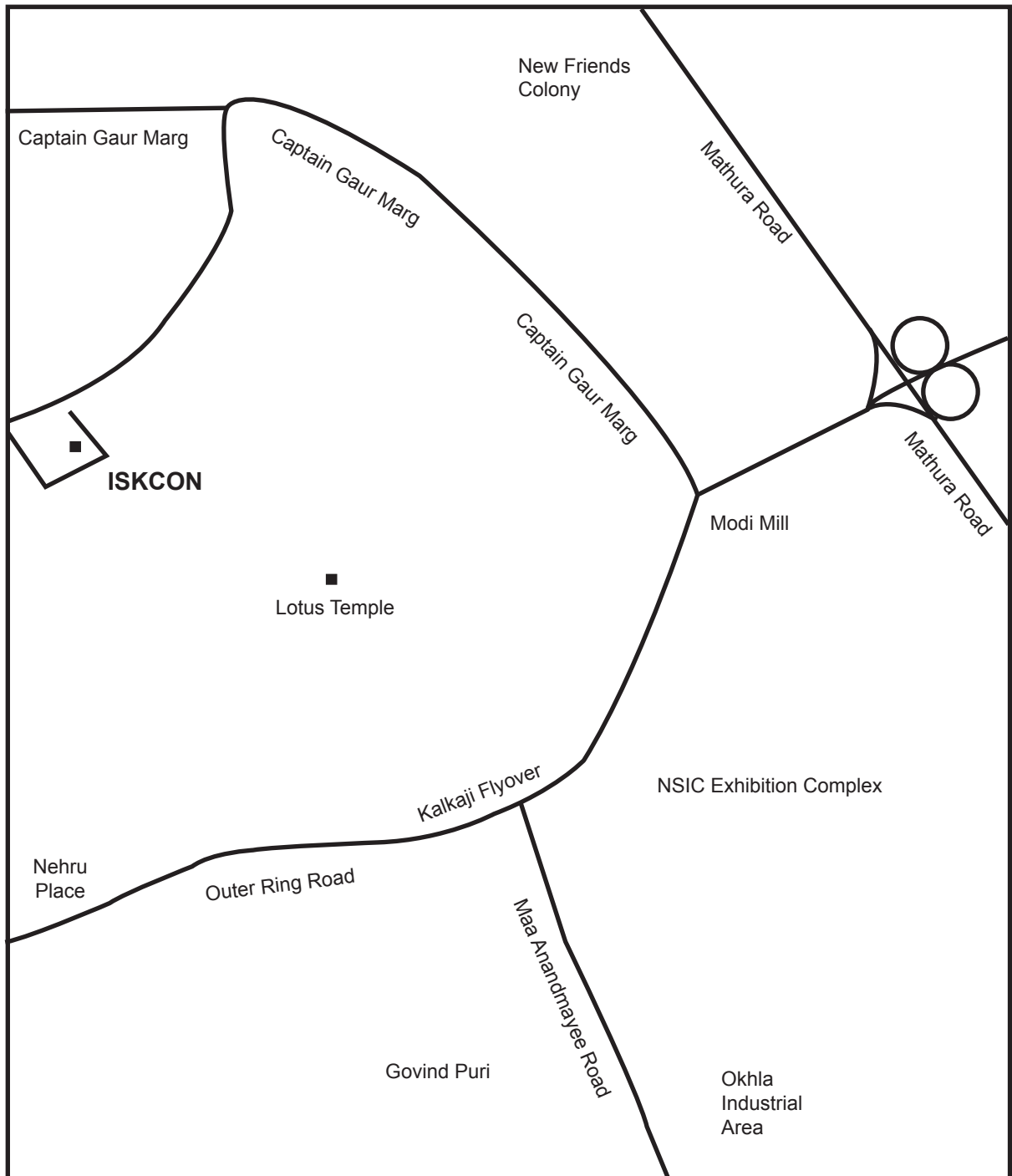
Signature of Proxy holder(s)

Please Affix
Revenue
Stamp

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', 'Against' or Abstain column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

Route Map for the Venue of 18th Annual General Meeting



Venue : Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065