



PNC Infratech Limited

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

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(CIN –L45201DL1999PLC195937)

NOTICE TO MEMBERS

Notice is hereby given that the 17th Annual General Meeting (AGM) of the Members of PNC Infratech Limited will be held on Friday, September 30, 2016 at 11:00 A.M. at Delhi Karnataka Sangha (R) Rao Tularam Marg, Sector 12, R.K. Puram, New Delhi-110022 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, 2016, 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, 2016, and the report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March 2016.
3. To appoint a Director in place of Shri Chakresh Kumar Jain, Managing Director, (DIN 00086768), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Yogesh Kumar Jain, Managing Director, (DIN 00086811), 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, M/s. Purushottam Agrawal & Company, Chartered Accountants, Agra (Firm’s Registration No. 000731C), as the Auditor of the Company, be and is hereby appointed from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting i.e. Annual General Meeting to be held for the financial year 2016-17, 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 Auditor.”
6. 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, M/s. S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi (Firm’s Registration No. 000756N), as the Joint Statutory Auditor of the Company, be and is hereby appointed from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting i.e., Annual General Meeting to be held for the financial year 2016-17, 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 Auditor.”

SPECIAL BUSINESS –

7. To ratify remuneration of Cost Auditors of the Company for FY. 2016-17

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 ₹40,000/- plus out of pocket expenses & taxes as may be applicable for the financial year 2016-17 as recommended by audit Committee and approved by Board of Director 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.”

8. TO RE-APPOINT MR. PRADEEP KUMAR JAIN, CHAIRMAN & MANAGING 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 is hereby accorded to re-appointment of Mr. Pradeep Kumar Jain, Chairman & Managing Director of the Company for a period of 5 years commencing from October 1, 2016 on the terms and condition including remuneration as given below:

RESOLVED FURTHER THAT Mr. Pradeep Kumar Jain, Chairman &

Managing Director shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:

Salary: Upto ₹15,00,000.00 (Rupees Fifteen lacs only) per month.

Perquisites: Mr. Pradeep 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 Nomination and 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. Pradeep Kumar Jain as Chairman & Managing 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. Pradeep 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. Pradeep Kumar Jain as Chairman & Managing 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.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. TO RE-APPOINT MR. CHAKRESH KUMAR JAIN, MANAGING 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) and consent of the Members be and is hereby accorded to re-appointment of Mr. Chakresh Kumar Jain, Managing Director of the Company for a period of 5 years commencing from October 1, 2016 on the terms and condition including remuneration as given below:

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

Salary: Upto ₹13,50,000.00 (Rupees Thirteen Lacs Fifty thousands only) per month.

Perquisites: Mr. Chakresh 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 Nomination and 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. Chakresh Kumar Jain, Managing 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. Chakresh 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. Chakresh Kumar Jain as Managing 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.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. TO RE-APPOINT MR. YOGESH KUMAR JAIN, MANAGING 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 is hereby accorded to re-appointment of Mr. Yogesh Kumar Jain, Managing Director of the Company for a period of 5 years commencing from October 1, 2016 on the terms and condition including remuneration as given below:

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

Salary: Upto ₹13,50,000.00 (Rupees Thirteen Lacs Fifty thousands only) per month.

Perquisites: Mr. Yogesh 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 Nomination and 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. Yogesh Kumar Jain, Managing 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. Yogesh 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. Yogesh Kumar Jain, Managing 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.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. TO RE-APPOINT MR. ANIL KUMAR RAO, 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 is hereby accorded to re-appointment of Mr. Anil Kumar Rao, Whole time Director of the Company for a period of 5 years commencing from October 1, 2016 on the terms and condition including remuneration as given below:

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 ₹4,75,000.00 (Rupees Four lacs Seventy five thousands

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 Nomination and 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.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors
For PNC Infratech Limited

Corporate office
PNC Tower, 3/22-D, Civil Lines,
Agra Delhi Bypass Road,
National Highway 2,
Agra 282 002, India
Dated: 24th August, 2016

Chakresh Kumar Jain
Managing Director
DIN : 00086768

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 2015 -16 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 2015 -16 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 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 Saturday, September 24, 2016 to Friday, September 30, 2016 (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, 2016 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 23, 2016 after giving effect to all valid transfers in physical form lodged on or before Friday, September 23, 2016 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 Friday, September 23, 2016.

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 17th 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, 27th September 2016 at 9.00 a.m. and ends on Thursday, 29th September 2016 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 23rd September, 2016, 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, 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) 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. 23rd September 2016, 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:

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. Friday, 23rd September, 2016.
- 17. The Company has appointed Mr. Deepak Gupta, Company Secretary, 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.pncinfratech.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. Chakresh Kumar Jain and Mr. Yogesh Kumar Jain, Managing 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**.

ANNEXURE 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. 7 to 11 in the accompanying Notice:

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 2016-17 with same remuneration of ₹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

ITEM NO. 8 TO 11

The present tenure of Mr. Pradeep Kumar Jain, Mr. Chakresh Kumar

Jain, Mr. Yogesh Kumar Jain, Managing Director(s), and Mr. Anil Kumar Rao, Whole Time Director expiring in September, 2016 and considering their 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 they are 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 August 24, 2016 has approved the re-appointment of Mr. Pradeep Kumar Jain, Mr. Chakresh Kumar Jain, Mr. Yogesh Kumar Jain, Managing Director(s), and 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. The details of appointment and present remuneration paid and recommended of each managerial personnel mentioned in 'Annexure A' which forms part of the notice.

The brief profile of Managing Directors and 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) are given in 'Annexure B' and 'Annexure C'.

Annexure A

SR. NO.	NAME	DESIGNATION	LAST APPOINTMENTS/ RE-APPOINTMENT			APPOINTMENT SOUGHT		REMUNERATION	
			NO. OF YEAR	PERIOD		PERIOD		AMOUNT (per Year) (in ₹)	W.E.F
				FROM	TO	FROM	TO		
1	Mr. Pradeep Kumar Jain	CMD	5	01.10.2011	30.09.2016	01.10.2016	30.09.2021	180 Lacs	01.04.2016
2	Mr. Chakresh Kumar Jain	MD	5	01.10.2011	30.09.2016	01.10.2016	30.09.2021	162 Lacs	01.04.2016
3	Mr. Yogesh Kumar Jain	MD	5	01.10.2011	30.09.2016	01.10.2016	30.09.2021	162 Lacs	01.04.2016
4	Mr. Anil Kumar Rao	WTD	5	01.10.2011	30.09.2016	01.10.2016	30.09.2021	57 Lacs	01.01.2016

Annexure B

Brief Profile of Managing Director(s) and Whole Time Director as per Secretarial Standard (SS-2) are as follows:

Name of the Director	Mr. Pradeep Kumar Jain	Mr. Chakresh Kumar Jain	Mr. Yogesh Kumar Jain	Mr. Anil Kumar Rao
DIN	00086653	00086768	00086811	01224525
Date of Birth	28-08-1957	01-12-1963	19-09-1971	10-08-1962
Age	59	52	44	54
Date of First Appointment	August 9, 1999	August 9, 1999	August 9, 1999	November 17, 2000
Date of last re-appointment	October 1, 2011	October 1, 2011	October 1, 2011	October 1, 2011
Qualification and Experience in Specific functional area	Chairman and Managing Director and a Promoter of our Company. He holds a bachelor's degree in arts. Prior to founding our Company, he was engaged in the business of providing integrated construction services for infrastructure sector through PNC Construction Company, a sole proprietorship firm at Agra, He has over 38 years of experience in the construction and infrastructure sector and allied areas. His current responsibilities include overall administration and supervision of projects and liaison with Government and non-Government agencies.	Managing Director and a Promoter of our Company. He holds a bachelor's degree in science from University of Agra in 1985 and bachelor's degree in law from University of Agra in 1988. He has over 28 years of experience in development of infra-structure sector, such as, construction of highways, airports, rail over bridges among others. His current responsibilities include overall financial and project management and administration.	Managing Director and a Promoter of our Company. He holds a bachelor's degree in civil engineering from Bangalore University in 1993. He has over 23 years of experience in planning, execution, supervision of work from the initiation of pre-qualification and tendering. He has been a Director on our Board since incorporation. He has experience in the execution of highways, runways and bridge construction projects and has thus become an asset to our Company. His current responsibilities include technical supervision of projects up to completion stage of such projects.	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 29 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.
the Remuneration last drawn [In ₹]	14,400,000	12,600,000	12,600,000	13,232,000*
Shareholding in the Company (No. of Equity Share of Face Value of ₹2/- each)	15011625	2176125	16456125	80500
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Naveen Kumar Jain (Brother) Mr. Chakresh Kumar Jain (Brother) Mr. Yogesh Kumar Jain (Brother)	Mr. Pradeep Kumar Jain (Brother) Mr. Naveen Kumar Jain (Brother) Mr. Yogesh Kumar Jain (Brother)	Mr. Pradeep Kumar Jain (Brother) Mr. Naveen Kumar Jain (Brother) Mr. Chakresh Kumar Jain (Brother)	None of Directors and KMP are Relatives
The number of Meetings of the Board attended during the year 2015-16 and other Directorships	Four	Six	Six	Four
Directorship in other Companies	1. PNC Infra Holdings Limited 2. PNC Cold Storage Private Limited; 3. PNC Constructions Private Limited; 4. PNC Infrastructure Private Limited; 5. PNC Project Private Limited; and 6. Royal Megatech Private Limited.	1. PNC Infra Holdings Limited; 2. PNC Kanpur Highways Limited 3. MP Highways Private Limited; 4. PNC Airways Private Limited; 5. PNC Cold Storage Private Limited; 6. PNC Constructions Private Limited; 7. PNC Mining Private Limited; 8. PNC Power Private Limited; and 9. PNC Project Private Limited	1. PNC Infra Holdings Limited; 2. PNC Kanpur Highways Limited 3. PNC Cold Storage Private Limited; 4. PNC Infrastructure Private Limited; 5. PNC Power Private Limited; 6. PNC Airways Private Limited; 7. MP Highways Private Limited; and 8. Royal Megatech Private Limited.	1. PNC Kanpur Highways Limited 2. Ferrovia Transrail Solutions Private Limited; and 3. MP Highways Private Limited
Membership/ Chairmanship of Committees of other Boards	-	-	-	-

* Includes incentive of ₹80,00,000/-.

Annexure C

A. The details of shareholding held by Mr. Pradeep Kumar Jain, Chairman & Managing 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 ₹2/- each	Percentage of Total No. of Share
1	Shri Pradeep Kumar Jain	15011625	5.85
2	Shri Naveen Kumar Jain	17758125	6.92
3	Shri Chakresh Kumar Jain	2176125	0.85
4	Shri Yogesh Kumar Jain	16456125	6.41
5	Shri Pradeep Kumar Jain (HUF)	5250000	2.05
6	Smt. Meena Jain	7426500	2.89
7	Smt. Premwati Jain	1351500	0.53
8	Shri Abhinandan Jain	1743000	0.68
	Total	67173000	26.18

B. The details of shareholding held by Mr. Chakresh Kumar Jain, Managing 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 ₹2/- each	Percentage of Total No. of Share
1	Shri Chakresh Kumar Jain	2176125	0.85
2	Shri Pradeep Kumar Jain	15011625	5.85
3	Shri Naveen Kumar Jain	17758125	6.92
4	Shri Yogesh Kumar Jain	16456125	6.41
5	Shri Chakresh Kumar Jain (HUF)	9256500	3.61
6	Smt. Madhavi Jain	17998500	7.02
7	Smt. Premwati Jain	1351500	0.53
	Total	80008500	31.19

C. The details of shareholding held by Mr. Yogesh Kumar Jain, Managing 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 ₹2/- each	Percentage of Total No. of Share
1	Shri Yogesh Kumar Jain	16456125	6.41
2	Shri Pradeep Kumar Jain	15011625	5.85
3	Shri Naveen Kumar Jain	17758125	6.92
4	Shri Chakresh Kumar Jain	2176125	0.85
5	Shri Yogesh Kumar Jain (HUF)	5101500	1.99
6	Smt. Ashita Jain	7873500	3.07
7	Smt. Premwati Jain	1351500	0.53
	Total	65728500	25.62

D. 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 ₹2/- each	Percentage of Total No. of Share
1	Shri Anil Kumar Rao	80500	0.03
	Total	80500	0.03

Your approval is solicited to the resolution.

The above may also be treated as an abstract of the terms of contract for re-appointment and remuneration payable to Mr. Pradeep Kumar Jain, Mr. Chakresh Kumar Jain, Mr. Yogesh Kumar Jain and Mr. Anil Kumar Rao, Managing Directors/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. 8 to 11 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.

By order of the Board of Directors
For PNC Infratech Limited

Corporate office
PNC Tower, 3/22-D, Civil Lines,
Agra Delhi Bypass Road,
National Highway 2,
Agra 282 002, India
Dated: 24th August, 2016

Chakresh Kumar Jain
Managing Director
DIN : 00086768



FORM NO.MGT-11

PROXY FORM



PNC Infratech Limited

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

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

(CIN –L45201DL1999PLC195937)

[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)		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 17th Annual General Meeting of the Company, to be held on the **Friday, September 30, 2016 at 11:00 A.M. at Delhi Karnataka Sangha (R) Rao Tularam Marg, Sector 12, R.K. Puram, New Delhi-110022** and at any adjournment thereof in respect of such resolutions as are indicated below:



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

Particulars	For	Against
1. Consider and adopt: a) the audited Standalone Financial Statement of the Company for the year ended March 31, 2016, 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, 2016, and the report of the Auditors thereon		
2. Declare dividend on Equity Shares for the financial year ended 31st March 2016		
3. Appoint a Director in place of Shri Chakresh Kumar Jain, Managing Director, (DIN 00086768), who retires by rotation and being eligible, offers himself for re-appointment		
4. Appoint a Director in place of Shri Yogesh Kumar Jain, Managing Director, (DIN 00086811), who retires by rotation and being eligible, offers himself for re-appointment		
5. Re-appointment of M/s. Purushottam Agrawal & Company, Statutory Auditor of the Company		
6. Re-appointment of M/s. S.S. Kothari Mehta & Co., Joint Statutory Auditor of the Company		
7. Ratify remuneration of Cost Auditors of the Company for FY. 2016-17		
8. Re-Appoint Mr. Pradeep Kumar Jain, Chairman and Managing Director		
9. Re-Appoint Mr. Chakresh Kumar Jain, Managing Director		
10. Re-Appoint Mr. Yogesh Kumar Jain, Managing Director		
11. Re-Appoint Mr. Anil Kumar Rao, Whole-Time Director		

*Applicable for investors holding shares in electronic form.

**This is Optional

Signed this..... day of....., 2016

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', '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.



ATTENDANCE SLIP



PNC Infratech Limited

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

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

(CIN –L45201DL1999PLC195937)

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 17th ANNUAL GENERAL MEETING of the Company held on Friday, September 30, 2016 at 11:00 A.M at Delhi Karnataka Sangha (R) Rao Tularam Marg, Sector 12, R.K. Puram, New Delhi-110022.

Signature of member/Proxy holder(s)

*Applicable for investors holding shares in electronic form.



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ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



VENUE:

Delhi Karnataka Sangha (R) Rao
Tularam Marg, Sector 12, R.K. Puram,
New Delhi-110022

