



## PNC INFRA TECH LIMITED

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

(CIN – L45201DL1999PLC195937)

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

Website: [www.pncinfratech.com](http://www.pncinfratech.com)

# NOTICE TO MEMBERS

Notice is hereby given that the **24th Annual General Meeting (AGM)** of the Members of PNC Infratech Limited will be held on **Friday, September 29, 2023 at 01:00 P.M. (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")("hereinafter referred to as "electronic mode") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt –
  - a) The audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, alongwith the report of the Board of Directors and Auditors thereon;
  - b) The audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, alongwith the report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. 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 Mr.Talluri Raghupati Rao, Whole Time Director, (DIN:01207205) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 5. RATIFICATION OF REMUNERATION PAYABLE TO M/S. ROHIT BANSAL & ASSOCIATES, COST ACCOUNTANT, COST AUDITOR OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any,

of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act"), remuneration of ₹ 50,000/- Per Annum (Rupees Fifty Thousand only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses on actual basis, to M/s. Rohit Bansal & Associates, Cost Accountant(Firm Registration Number - 000947) Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year ended March 31, 2024 be and is hereby confirmed, ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is 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 to the above resolution."

#### 6. RE-APPOINTMENT OF WHOLE TIME DIRECTOR-MR. TALLURI RAGHUPATI RAO (DIN-01207205)

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

**"RESOLVED THAT** pursuant to the 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 there under (including any statutory modifications or re-enactment thereof, for the time being in force) consent of the members of the Company be and is hereby accorded to re-appoint Mr. Talluri Raghupati Rao, as Whole time Director of the Company for a period of 5 years commencing from August 10, 2024 on the terms and condition including remuneration as given below.

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

## NOTICE (Contd.)

### Current Salary:

Upto ₹ 98.10 lakhs (Rupees Ninety Eight Lakhs Ten Thousand) per annum.

**Perquisites:** Mr. Talluri Raghupati 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.
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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. Talluri Raghupati 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. Talluri Raghupati 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** remuneration including salary, perquisites, and other allowances payable to Mr. Talluri Raghupati Rao shall be revised up to 10% every year while the tenure is continuing, as may be determined by the Nomination and Remuneration Committee and/or Board of Directors of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of services of Mr. Talluri Raghupati 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."

### 7. RE-APPOINTMENT OF MR. GAURI SHANKAR (DIN: 06764026) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI Listing Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation made by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Gauri Shankar (DIN: 06764026) whose current period of office is expiring on September 28, 2023 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with SEBI Listing Regulations, 2015, as

## NOTICE (Contd.)

amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose office shall not be liable to retire by rotation, to hold office for further term of 5 (five) consecutive years on the Board of the Company effective from September 29, 2023.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Gauri Shankar be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time under the provisions of the Companies Act, 2013."

### 8. RE-APPOINTMENT OF MR. KRISHAN KUMAR JALAN (DIN: 01767702) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI Listing Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation made by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for re-appointment of Mr.

Krishan Kumar Jalan (DIN: 01767702) whose current period of office is expiring on February 12, 2024 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with SEBI Listing Regulations, 2015, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose office shall not be liable to retire by rotation, to hold office for further term of 5 (five) consecutive years on the Board of the Company effective from February 13, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Krishan Kumar Jalan be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time under the provisions of the Companies Act, 2013."

By order of the Board of Directors

For **PNC Infratech Limited**

**Sd/-**

**Tapan Jain**

Company Secretary

M. No. A22603

#### Corporate Office:

PNC Tower, 3/22-D, Civil Lines,  
Agra Delhi Bypass Road, National Highway 2,  
Agra 282002, India  
Dated: August 11, 2023  
Place: Agra

## NOTICE (Contd.)

### NOTES

- 1. AGM through VC or OAVM:** In accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 05, 2020 read with Circular No. 14 dated April 08, 2020 and Circular No. 17 dated April 13, 2020 followed by General Circular No. 20/2020 dated May 05, 2020 read with General Circular No.02/2021 dated January 13, 2021, General Circular No.19/2021 dated December 08, 2021, General Circular No.02/2022 dated May 05, 2022 and General Circular No.10/2022 dated December 28, 2022 (hereinafter collectively referred to as "MCA Circulars") has permitted the holding of Annual General Meeting through Video Conferencing("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with Circular dated May 13, 2022, January 15, 2021 and May 12, 2020 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars and SEBI Circulars, the 24th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC/OAVM on Friday, September 29, 2023 at 01:00 P.M.

The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at NBCC Plaza, Tower-II, 4th Floor, PushpVihar, Sector-V, Saket, New Delhi-110017.

The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 18 and available at the Company's website [www.pncinfratech.com](http://www.pncinfratech.com).

- 2. Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning item no. 5 to 8 to be transacted at the Meeting is annexed hereto and forms part of the Notice.
- 3. Instruction for Members regarding Proxy(s):** Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the

facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice.

- 4. Dispatch of Annual Report through Electronic Mode & Participation in AGM:** In compliance with aforesaid MCA Circulars and SEBI circular, Notice of the Annual General Meeting along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2022-23 will also be available on the Company's website [www.pncinfratech.com](http://www.pncinfratech.com); websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- 5. Instruction for Authorized Representative:** Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [deepak@drassociates.org](mailto:deepak@drassociates.org) with copies marked to the Company at [complianceofficer@pncinfratech.com](mailto:complianceofficer@pncinfratech.com) and to its RTA at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
- 6. Quorum:** Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 7. Registrar & Share Transfer Agents and Depository Participant:** 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.
- 8. Nomination Facility:** Members holding shares in the physical form and desirous of making / changing

## NOTICE (Contd.)

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.

9. **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, 2023 to Friday, September 29, 2023 (both days inclusive) for the purpose of AGM.

The Securities and Exchange Board of India ("SEBI") vide its Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form, if any. Members can contact the Company or its RTA for assistance in this regard.

10. **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.
11. **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.
12. **IEPF:** The MCA had notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends

which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority.

The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid /unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed dividends lying with the Company are also available on the website of the Company.

During the year, the Company credited and paid Unpaid/ Unclaimed dividend amount to the Investor Education and Protection Fund (IEPF) for the FY 2014-15 on November 15, 2022.

13. **Inspection by Members:** 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 and all other documents referred in the Notice will be available for inspection in electronic mode.

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 10(ten) days before the date of the Meeting, so as to enable the Company to keep the information ready. Members are requested to write to the Company on [complianceofficer@pncinfratech.com](mailto:complianceofficer@pncinfratech.com) for inspection of said documents.

14. **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](mailto: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 be available for inspection on the website of the Company [www.pncinfratech.com](http://www.pncinfratech.com).

15. **Scrutinizer:** 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 voting process in a fair and transparent manner.



## NOTICE (Contd.)

### 16. Dividend:

- i) The Board of Directors has recommended a Final Dividend of ₹ 0.50/- (Rupee Fifty Paise only) (@25%) Equity Share of ₹ 2/- each for the financial year ended March 31, 2023, subject to the approval of the Shareholders at the AGM. Pursuant to the provisions of Section 123 of the Companies Act, 2013, the payment of Final Dividend on Equity Shares, upon declaration by the Shareholders at the AGM, will be made on or before Saturday, October 28, 2023 (i.e. within 30 days from the date of declaration), to those members whose names appear in the Register of Members/list of Beneficial Owners as on Friday, September 22, 2023, being the record date.
- ii) Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- iii) Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered or if it has changed, as mandated by Securities and Exchange Board of India ("SEBI").
- iv) Shareholders holding shares in dematerialized mode are requested to register complete bank account details with the Depository Participant(s) and shareholders holding shares in physical mode shall send a duly signed request letter to Link Intime mentioning the name, folio no., bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first shareholder on the original cancelled cheque or initials on the cheque, bank attested copy of first page of the Bank Passbook/Statement of Account along with the original cancelled cheque shall be provided. The Company or its Registrar 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 only to the respective Depository Participant of the Members.
- v) In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants/ demand drafts/ cheques to such shareholder by post.

- vi) In terms of the provisions of the Income Tax Act, 1961 ("the Act"), dividend paid or distributed by a company shall be taxable in the hands of shareholders. The Company shall, therefore, be required to deduct tax at source ('TDS') at the time of making the payment of final dividend at the applicable tax rates. The rate of TDS would depend upon the category and residential status of shareholders and the documents submitted and duly accepted by the Company.

As it is important for the Company to receive the relevant information/ documents from shareholders to determine the rate of tax deduction, the shareholders are requested to furnish relevant documentation in the prescribed manner.

Accordingly, shareholders are hereby requested to visit the Company's website at <https://www.pncinfratech.com/financials.html> wherein we have provided complete information relating to TDS on dividend along with the draft of the relevant documents to be submitted by the shareholders.

The shareholders are required to upload the documents on the Link Intime portal on or before Saturday, September 30, 2023 at 11:30 A.M (IST). Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post Saturday, September 30, 2023 at 11:30 A.M (IST) shall not be considered. All communications/ queries in this respect should be addressed to our RTA, Link Intime to its email address at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).

### 17. General Information:

- a) Any person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 22, 2023 shall be entitled to exercise their voting rights electronically i.e. "remote e- voting" as well as "e-voting" by following the procedure mentioned in this part and may obtain the login ID and password by sending request at [e-voting@linkintime.co.in](mailto:e-voting@linkintime.co.in).
- b) Any person, who acquired shares of the Company and become Member of the Company after cut-off date i.e. Friday, September 22, 2023, should treat this notice for the information purpose only.

## NOTICE (Contd.)

- c) The shareholders may also contact in case of any grievance connected with e-voting to:  
Mr. Tapan Jain  
Company Secretary & Compliance Officer  
Address: PNC Tower, 3/22-D, Civil Lines, Bypass Road, NH-2, Agra-282002  
Email id: [complianceofficer@pncinfratech.com](mailto:complianceofficer@pncinfratech.com)  
Phone No.: 0562-4054400  
Fax No. : 0562-4070011
- d) 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, September 22, 2023.
- e) As per the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results are to be submitted to the Stock Exchange(s) within two working days of conclusion of the AGM. The results declared along with Scrutinizer's Report shall be placed on the Company's website [www.pncinfratech.com](http://www.pncinfratech.com); the LIPL's website <https://instavote.linkintime.co.in/>.
- f) Relevant details of the Directors seeking reappointment at the Annual General Meeting, as set out at Item No. 3,4,6,7,8 in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2), is annexed hereto as Annexure A. Requisite declarations/consents have been received from the Directors for seeking re-appointment.

### 18. Voting through electronic means (Remote E-Voting or E-Voting):

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard-2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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 Link Intime India Private Limited (LIPL).

The "remote e-voting" will commence on Tuesday, September 26, 2023 at 9:00 A.M. and ends on Thursday, September 28, 2023 at 5:00 P.M. During this period, the members of the company holding shares either in physical form or in demat form as on Cut-off date i.e. September 22, 2023 may cast their vote electronically.

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 by e-voting in the AGM.

The members who have not cast their vote on resolutions through remote e-voting would be given a facility to cast their vote through e-voting during the AGM by clicking the link, <https://instameet.linkintime.co.in>.

### The instructions for shareholders for remote-voting are as follows:

The Members can join the AGM through VC/OAVM mode 15 minutes before and after the schedule time of the commencement of the Meeting. The Facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This does not include large Shareholders (Shareholders holding 2% or more Shareholding), promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

### ❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

As per the SEBI circular dated December 09, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

### Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under

## NOTICE (Contd.)

'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select «Register Online for IDeAS Portal» or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System My easi Tab and then use your existing my easi user name & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting

page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

### **Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>



## NOTICE (Contd.)

- Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

### A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- PAN:** Enter your 10-digit Permanent Account Number (PAN) Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

- Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in NSDL form, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click "confirm" (Your password is now generated).

- Click on 'Login' under **'SHARE HOLDER'** tab.
- Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

### Cast your vote electronically:

- After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

- After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

### Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

## NOTICE (Contd.)

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### **Process and manner for attending the Annual General Meeting through InstaMeet:**

- 1 Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "**Login**".

- 
- ▶ Select the "**Company**" and '**Event Date**' and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares **in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

- 
- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

## NOTICE (Contd.)

### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company by sending request on [complianceofficer@pncinfratech.com](mailto:complianceofficer@pncinfratech.com).
2. Shareholders will get confirmation on first cum first basis.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## NOTICE (Contd.)

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO PROVISIONS OF THE COMPANIES ACT, 2013 ("THE ACT")

As required by provisions of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under Item Nos. 5 to 8 of the accompanying Notice:

#### ITEM No. 5

The Board of Directors of the Company on recommendation made by Audit Committee, has approved the appointment of M/s. Rohit Bansal & Associates, Cost Accountant (Firm Registration Number - 000947) as the Cost Auditor of the Company for conducting the audit of the cost records and statements of the Company for the Financial Year 2023-24 with remuneration of ₹ 50,000/- per annum plus taxes, as applicable, and reimbursement of actual out-of-pocket expenses incurred by them in connection with the aforesaid audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of this Notice for approval of the Members.

#### ITEM NO. 6

The Board of Directors on the recommendation of Nomination and Remuneration Committee and after taking into account the report of Performance Evaluation, proposed the re-appointment of Mr. Talluri Raghupati Rao, Whole Time Director for a further period of (5) five years w.e.f, August 09, 2024 subject to the approval of the members of the Company.

Taking into consideration the increased business activities of the Company and the responsibilities cast on the Whole Time Director of the Company and on the recommendation made by Nomination and Remuneration Committee, the Board, at its meeting held on August 11, 2023 respectively.

In the opinion of the Board, he fulfils the conditions for re-appointment as Whole Time Director as specified in the Act

and SEBI Listing Regulations, 2015 and not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

Mr. Talluri Raghupati Rao, shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as mentioned in Item No. 6.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Rao as the Whole-time Director of the Company.

The shareholding held by Mr. Talluri Raghupati Rao, Whole Time Director is 13000 shares which constitutes (0.005%) of the Share capital of the Company.

Further details of Mr. Talluri Raghupati Rao, Whole Time Director pursuant to Secretarial Standard - 2 have been given in the **Annexure -A** to this Notice.

None of the Directors or KMP of the Company nor their respective relatives except Mr. Talluri Raghupati Rao pertaining to his respective re-appointment are concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

The Board recommends the Special Resolution at Item No. 6 of this Notice for your approval.

#### ITEM NO. 7 & 8

The Members at the 19th Annual General Meeting held on September 29, 2018 approved the appointment of Mr. Gauri Shankar as an Independent Non-Executive Directors of the Company for a period of consecutive five years commencing from September 29, 2018 till September 28, 2023 and members of the Company at the 20th Annual General Meeting held on September 30, 2019 approved the appointment of Mr. Krishan Kumar Jalan as an Independent Non-Executive Directors of the Company for a period of consecutive five years commencing from February 13, 2019 till February 12, 2024.

The Nomination and Remuneration Committee (the 'NRC') after taking into account the report of performance evaluation and considering their knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board their reappointment for a second term of 5 (five) years. The NRC has considered their diverse skills, leadership capabilities, expertise in governance, finance, risk management, tax & regulatory advisory, business reorganization, and vast business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mr. Gauri Shankar & Mr. Krishan Kumar Jalan possesses the requisite skills and capabilities,

**NOTICE (Contd.)**

which would be of immense benefit to the Company, and hence, it is desirable to reappoint them as an independent director.

The Board as per the recommendation of the NRC, recommended to the reappointment of Mr. Gauri Shankar & Mr. Krishan Kumar Jalan as an Independent Director(s) of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective from September 29, 2023 to September 28, 2028 and February 13, 2024 to February 12, 2029 respectively (both days inclusive).

Further, they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013 ("the Act"), and have given their consent to act as director. The Company has also received declaration from them that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("SEBI Listing Regulations, 2015")

In the opinion of the Board, they fulfil the conditions for re-appointment as Independent Director(s) as specified in the Act and SEBI Listing Regulations, 2015 and not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Further, details of Mr. Gauri Shankar & Mr. Krishan Kumar Jalan pursuant to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings) have been given in the **Annexure-A** to this Notice.

They do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

None of the Directors or KMP of the Company nor their relatives except Mr. Gauri Shankar and Mr. Krishan Kumar Jalan pertaining to their respective appointment are concerned or interested in the resolution at Item No. 7 & 8 of the Notice

The Board recommends the Special Resolutions at Item No. 7 and 8 for your approval.

By order of the Board of Directors  
For **PNC Infratech Limited**

**Sd/-**  
**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: August 11, 2023  
Place: Agra



## NOTICE (Contd.)

### ANNEXURE A

#### Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting

(In pursuance of Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

Particulars	Details			
Name of the Director	Mr. Chakresh Kumar Jain	Mr. Talluri Raghupati Rao	Mr. Gauri Shankar	Mr. Krishan Kumar Jalan
DIN	00086768	01207205	06764026	01767702
Date of Birth	December 01, 1963	February 15, 1964	March 25, 1956	June 06, 1957
Date of First Appointment	August 09, 1999	August 10, 2019	May 23, 2018	February 13, 2019
Date of last re-appointment	October 01, 2021	NA	NA	NA
Qualification and Experience in Specific functional area	He holds a bachelor's degree in science & bachelor's degree in law. He has exceptional experience in development of infrastructure sector, such as, construction of highways, airports, rail over bridges among others.	He holds a Post Graduate Diploma in Construction Management. Mr. Rao is having over three and half decades of progressively responsible experience in 'Planning, Engineering, Development, Implementation and Management of infrastructure projects across sectors including highways, expressways, bridges, airports, ports, industrial area development, urban transport and urban infrastructure.	His qualification includes B.Sc., B.Com, CAIIB-I. He has meritorious experience in the Banking Industry. His forte has been finance, strategy & planning and HR development. In past served with PSU banks like Bank of India and Punjab National Bank at a senior board level.	He is a Post Graduate in Social Science (Development Administration) with distinction from University of Birmingham, UK. He has an experience of over 40 years which includes Secretary to the Government of India (Jan 2016 – Jun 2017) for the Ministry of Micro, Small & Medium Enterprises (MSME).
Terms & Conditions of re-appointment	As per Company's Nomination and Remuneration (NRC) Policy			
Details of remuneration sought to be paid	₹ 341.22 lakhs per annum	₹ 98.10 lakhs per annum	Sitting fees in accordance with Section 197(5)	Sitting fees in accordance with Section 197(5)
Remuneration last drawn [In ₹]	₹ 310.20 lakhs per annum	₹ 89.18 lakhs per annum	Sitting fees in accordance with Section 197(5)	Sitting fees in accordance with Section 197(5)
Shareholding in the Company (No. of Equity Share of Face Value of ₹ 2/- each)	2514000	13000	Nil	Nil

**NOTICE (Contd.)**

Particulars	Details			
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Pradeep Kumar Jain (Brother) Mr. Yogesh Kumar Jain (Brother)	None of Directors and KMP are Relatives	None of Directors and KMP are Relatives	None of Directors and KMP are Relatives
The number of Meetings of the Board attended during the FY 2022-23	Five	Five	Five	Five
Directorship in other Companies	Director in – 1. PNC Cold Storage Private Limited 2. PNC Infra Holdings Limited 3. PNC Kanpur Highways Limited 4. PNC Mining Private Limited	Director in – 1. PNC Delhi Industrialinfra Private Limited 2. PNC Aligarh Highways Private Limited 3. PNC Bundelkhand Highways Private Limited 4. PNC Bareilly Nainital Highways Private Limited 5. PNC Khajuraho Highways Private Limited 6. Indian Highways Management Company Limited 7. PNC Triveni Sangam Highways Private Limited 8. PNC Unnao Highways Private Limited 9. PNC Gomti Highways Private Limited	Director in – 1. Paisalo Digital Limited 2. Usha Financial Services Limited 3. Universal Fingrowth Private Limited	Director in – 1. Uno Minda Kyoraku Limited 2. Pantomath Capital Advisors Private Limited 3. Titagarh Rail Systems Limited 4. MI Torica India Private Limited 5. Mitil Polymer Private Limited 6. Harita Fehrer Limited

## NOTICE (Contd.)

Particulars	Details			
Membership/ Chairmanship of Committees of other Boards	PNC Infra Holdings Limited  CSR Committee- Member	Nil	Paisalo Digital Limited  Audit Committee- Chairperson;  Stakeholder Relationship Committee- Member;  Risk management Committee- Chairperson.	Uno Minda Kyoraku Limited  Audit Committee- Chairman  Nomination & Remuneration Committee- Chairman
				MI Torica India Private Limited  Audit Committee-Chairman  Nomination and Remuneration Committee- Chairman  MITIL Polymer Private Limited  Audit Committee-Chairman  Nomination and Remuneration Committee- Chairman  CSR Committee- Chairman  Harita Fehrer Limited  Audit Committee-Member  Nomination and Remuneration Committee- Member  Titagarh Rail Systems Limited  CSR Committee- Member  Stakeholders Committee- Member
Name of Listed Entities from which  resigned as a Director in the past three years	-	-	-	UNO Minda Limited (ceased to be ID w.e.f. May 16, 2023)