



PNC Infratech Limited

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

Email id: complianceofficer@pncinfratech.com; Website: www.pncinfratech.com

Tel.: +91-562-4054400, Fax: 91-562-4070011

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations that the resolutions appended are proposed to be passed by way of E-Voting/postal ballot.

The explanatory statement pertaining to the resolutions setting out the material facts and reasons thereof is annexed hereto alongwith the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Deepak Gupta, Practicing Company Secretary, (Membership Number-5339) as the Scrutinizer for conducting the postal ballot including e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed Postage-Prepaid self-addressed Envelope. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Postage-Prepaid self-addressed Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 P.M. (17:00 Hours IST) on 17th day of July, 2016 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman/Managing Director/Company Secretary of the Company on or before 19th July, 2016. The result of postal ballot(including e-voting) shall be declared on 19th July, 2016 and shall be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.pncinfratech.com

RESOLUTIONS

Item No. 1

REVISION IN THE REMUNERATION OF 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 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (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 revise the remuneration of Mr. Pradeep Kumar Jain, Chairman & Managing Director of the Company for the remaining tenure of his term, w.e.f. 01/04/2016.

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 Rs. 15,00,000.00 (Rs. 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 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."

Item No. 2

REVISION IN THE REMUNERATION OF MR. NAVEEN KUMAR JAIN, WHOLE TIME DIRECTOR

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

"RESOLVED THAT pursuant to provisions of section 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (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 revise the remuneration of Mr. Naveen Kumar Jain, Whole time Director of the Company for the remaining tenure of his term, w.e.f. 01/04/2016.

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

Salary:

Upto Rs. 13,50,000.00 (Rs. Thirteen Lacs Fifty thousands only) per month.

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

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

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

Overall Ceiling:

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

-Total Managerial Remuneration payable to Mr. Naveen Kumar Jain shall not exceed 5% of net profits of the company for the financial year, and

-Total managerial remuneration payable to all the Managing/ Whole Time Directors of the company shall not exceed 10% of the net profits of the company for that financial year

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

Item No. 3**REVISION IN THE REMUNERATION OF 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 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (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 revise the remuneration of Mr. Chakresh Kumar Jain, Managing Director of the Company for the remaining tenure of his term, w.e.f. 01/04/2016.

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 Rs. 13,50,000.00 (Rs. Thirteen Lacs Fifty thousands only) per month.

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

- | |
|---|
| <ul style="list-style-type: none">• Rent free accommodation or house rent allowance upto of 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the remuneration committee of the company from time to time.• Reimbursement of medical expenses incurred for self and family upto one months' salary in a year or three months' salary over a period of three years.• Leave travel concession for self and family once a year as per rules.• Personal accident insurance where premium paid by our Company.• Club fees for a maximum of two clubs (excluding admission and life membership fees).• Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.• Provision of chauffeur Driven Company's car (including all maintenance expenses).• Provision of telephone service at residence.• Encashment of leave at the end of tenure as per Company rules |
|---|

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

Overall Ceiling:

Total Managerial Remuneration payable to Mr. 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.”

Item No. 4

REVISION IN THE REMUNERATION OF MR. YOGESH KUMAR JAIN, MANAGING DIRECTOR

“RESOLVED THAT pursuant to provisions of section 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (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 revise the remuneration of Mr. Yogesh Kumar Jain, Managing Director of the Company for the remaining tenure of his term, w.e.f. 01/04/2016.

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 Rs. 13,50,000.00 (Rs. 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 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.”

Item No. 5

REVISION IN THE REMUNERATION OF 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 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (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 revise the remuneration of Mr. Anil Kumar Rao, Whole time Director of the Company for the remaining tenure of his term, w.e.f. 01/01/2016.

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

Salary:

Upto Rs. 4,75,000.00 (Rs. 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 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.”

Item No. 6

SUB DIVISION OF EQUITY SHARE FROM THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 2/- PER SHARE

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 61 and 64 and other applicable provisions and rules, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and in accordance to the provisions of Memorandum of Association of the Company, and subject to such other approval(s), consent(s), permission(s) and other sanction(s), as may be necessary from the concerned statutory authority(ies), the consent of the members be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having face value of Rs 10/- (Rupees Ten) each fully paid-up share be sub-divided into 5(Five) equity shares of the Face Value of Rs. 2/- (Rupees Two) each with effect from the Record Date.

RESOLVED FURTHER THAT pursuant to the sub division of equity shares of the company, the authorized, issued, subscribed, and paid-up equity share capital of face value of Rs. 10/- each, shall stand sub-divided into 5(Five) equity shares of the face value of Rs. 2/- (Rupees Two) each from the record date and shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up Equity Shares of Rs 10/- (Rupee Ten) each of the Company.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the record date and to take such steps as may be considered necessary or expedient and to delegate all or any of its powers to any other committee as may deem appropriate in this regard.

RESOLVED FURTHER THAT Mr. Chakresh Kumar Jain, Managing Director, and/or Mr. Devendra Kumar Agarwal, Chief Financial Officer, and/or Mr. Binaya Kumar Dash Company Secretary of the Company be and are hereby jointly/severally authorized to do all such acts, deeds and things as may be considered necessary and expedient to give effect to this resolution, execution of all necessary documents with the stock exchanges and the depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the equity shares as aforesaid or for any matters connected herewith or incidental thereto.

Item No. 7

APPROVAL TO AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and the rules framed thereunder, the consent of the members be and is hereby accorded for substituting Clause V of the Memorandum of Association with the following clause:

Clause V: The Authorized Share Capital of the Company is Rs. 550000000/- (Rupees Fifty Five Crores) divided into 275000000 (Twenty Seven Crore Fifty Lakhs) Equity Shares of Rs. 2 (Rupees Two) each.

FURTHER RESOLVED THAT Mr. Chakresh Kumar Jain, Managing Director, and/or Mr. Devendra Kumar Agarwal, Chief Financial Officer, and/or Mr. Binaya Kumar Dash Company Secretary of the Company be and are hereby jointly/severally authorized to do all such acts, deeds and things as may be considered necessary and expedient to give effect to this resolution.

Item No. 8

SPECIAL INCENTIVE TO WHOLE TIME DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and in terms of recommendation of the Nomination and Remuneration Committee, consent of the members of the company be and is hereby accorded to pay a sum not exceeding Rs. 80.00 Lacs to Mr. Anil Kumar Rao, Whole Time Director as a special incentive during the financial year 2015-16 in addition to the remuneration approved in Item No. 5.”

Item No. 9

CHANGE IN UTILIZATION OF IPO PROCEEDS

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

“RESOLVED THAT pursuant to the provisions of Section 27 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Prospectus and Allotment of Securities) Rules, 2014 (Including any statutory modifications or re-enactments thereof for the time being in force) and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, and such other approvals, permissions and sanctions, if any, as may be necessary, consent of the members be and is hereby accorded to vary the terms referred to in the Prospectus dated May 14, 2015 filed by the Company with the Registrar of Companies, New Delhi (the “Prospectus”) in relation to—

1. Transfer of Rs. 89 Lacs being unutilized Issue Related Expenses and Rs. 336 Lacs being savings on Capital Equipments purchased to General Corporate Purposes.
2. A sum of Rs. 1223 Lacs earmarked for Purchase of Capital Equipments specified in the Prospectus, be replaced with the new Capital Equipments to be procured based on the current business requirements.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/Authorized Representative(s) of the Company to give effect to the aforesaid resolution.”

By order of the Board of Directors

For PNC Infratech Limited

(Binaya Kumar Dash)

Company Secretary & Compliance Officer
Membership No: A17982

Corporate office:

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

Dated: 27th May, 2016

NOTES

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Notice of the Postal Ballot along with the Postal Ballot Form with the self-addressed Pre-Paid Envelope is enclosed for the use of the Member. The same will be sent to all the Members whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on Friday, June 03, 2016. The Members who have registered their e-mail IDs for receipt of documents in electronic mode will be sent by e-mail. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on Friday, June 03, 2016.
3. Members can also download the Postal Ballot Form from the link <https://www.evotingindia.com> or www.pncinfratech.com or seek duplicate Postal Ballot Form from M/s Link Intime (India) Private Limited, Registrar & Transfer Agents at 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase I, New Delhi-110028. Request can also be sent through an email to delhi@linkintime.co.in or complianceofficer@pncinfratech.com by mentioning their Folio / DP id and client id No.
4. The duly completed Ballots forms should reach the scrutinizer not later than 5:00 P.M. (17:00 Hours IST) on 17th day of July, 2016. Postal Ballot forms received after this date will be strictly treated as if the reply form the members have not been received.
5. The Company has appointed Mr. Deepak Gupta, Practicing Company Secretary (Membership Number-5339) as Scrutinizer for conducting the Postal Ballot (including evoting) process in a fair and transparent manner.
6. The Scrutinizer will submit his report to the Chairman/Managing Director/ Company Secretary of the Company on or before 19th July, 2016. The results of the Postal Ballot shall be declared by the Chairman, or in his absence by the Managing Director / Company Secretary, or any other person so authorised by the Chairman on or before 19th July, 2016 at the Corporate office of the Company at PNC Tower, 3/22-D, Civil Lines, Bypass Road, NH-2, Agra -282002, and the resolutions will be taken as passed effective on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution. The results of the Postal Ballot shall be hosted on website of the company (www.pncinfratech.com) and will also be informed to the Stock Exchanges.
7. Any query/grievance may please be addressed to Mr. Binaya Kumar Dash, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: complianceofficer@pncinfratech.com or Tel.: 0562-4054400 or Facsimile: 0562-4070011.
8. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days except Saturday and Sunday, between 11:00 a.m. and 3:00 p.m. upto the date of declaration of Postal Ballot Results.
9. Members are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising their vote.

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice

IMPORTANT COMMUNICATION TO MEMBERS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 9:30 A.M on Saturday, 18th June, 2016 and ends at 05:00 P.M on Sunday, 17th July, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>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.</p>
Dividend `	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1To 5

The members of the Company, at the Annual General Meeting held on September 11, 2014, had approved the increase in remuneration of Mr. Pradeep Kumar Jain, Chairman & Managing Director, Mr. Naveen Kumar Jain, Whole Time Director, Mr. Chakresh Kumar Jain, Managing Director, Mr. Yogesh Kumar Jain, Managing Director, of the Company, which was effective from 01.04.2014 and Mr. Anil Kumar Rao, Whole Time Director of the Company, which was effective from 01.04.2013.

Company's scale of operation have considerably increased in last two years and there is a regular flow of order book resulting more efforts and monitoring business activities by Managing Directors and Whole Time Directors and on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 8, 2016 has approved the increase in remuneration of Mr. Pradeep Kumar Jain, Chairman & Managing Director, Mr. Naveen Kumar Jain, Whole Time Director, Mr. Chakresh Kumar Jain, Managing Director, Mr. Yogesh Kumar Jain, Managing Director, 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	DESIG-NATION	NO. OF YEAR	APPOINTMENTS/ RE-APPOINTMENT		Before Revision		Revision Remuneration	
				PERIOD		AMOUNT (per Year) (in Rs.)	W.E.F.	AMOUNT (per Year) (in Rs.)	W.E.F.
				FROM	TO				
1.	Mr. Pradeep Kumar Jain	CMD	5	01.10.2011	30.09.2016	144 Lacs	01.04.2014	180 Lacs	01.04.2016
2.	Mr. Naveen Kumar Jain	WTD	5	01.10.2012	30.09.2017	126 Lacs	01.04.2014	162 Lacs	01.04.2016
3.	Mr. Chakresh Kumar Jain	MD	5	01.10.2011	30.09.2016	126 Lacs	01.04.2014	162 Lacs	01.04.2016
4.	Mr. Yogesh Kumar Jain	MD	5	01.10.2011	30.09.2016	126 Lacs	01.04.2014	162 Lacs	01.04.2016
5.	Mr. Anil Kumar Rao	WTD	5	01.10.2011	30.09.2016	50.76 Lacs	01.04.2013	57 Lacs	01.01.2016

Annexure B

Brief Profile of Key Managerial Personnel as per Secretarial Standard (SS-2) are as follows

Name of the Director	Mr. Pradeep Kumar Jain	Mr. Naveen Kumar Jain	Mr. Chakresh Kumar Jain	Mr. Yogesh Kumar Jain	Mr. Anil Kumar Rao
DIN	00086653	00086841	00086768	00086811	01224525
Date of Birth	28-08-1957	14-10-1961	01-12-1963	19-09-1971	10-08-1962
Age	58	54	52	44	53
Date of First Appointment	August 9, 1999	February 20, 2006	August 9, 1999	August 9, 1999	November 17, 2000
Date of Appointment/re-appointment	October 1, 2011	February 20, 2006	October 1, 2011	October 1, 2011	October 1, 2011

Name of the Director	Mr. Pradeep Kumar Jain	Mr. Naveen Kumar Jain	Mr. Chakresh Kumar Jain	Mr. Yogesh Kumar Jain	Mr. Anil Kumar Rao
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 Com-pany, 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	Whole-time Director and a Promoter of our Company. Graduated with a bachelor's degree in arts from the University of Agra in 2007. He has over 29 years of experience in industries such as construction, cold storage transportation, machineries and transport organization. His current responsibilities include supervision of administration, human resources and legal and logistics-related functions in our Company.	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
Remuneration last drawn [In Rs.]	14,400,000	12,600,000	12,600,000	12,600,000	13,232,000*
Shareholding in the Company	3002325	3551625	435225	3291225	16100
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. 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	Three	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; 6. Royal Megatech Private Limited. 7. PCS Ice Plant Private Limited	1.PNC Cold Storage Private Limited; 2. Shri Mahaveer Infrastructure Private Limited;and 3. Mahaveer Manning 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; 9. PNC Project Private Limited; and 10.PCS Ice Plant 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 Pvt.Ltd 3. MP highways Pvt.Ltd. -
Membership Chairmanship of Committees of other Boards	-	-	-	-	-

* Includes Incentive of Rs. 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 Share	Percentage of Total No. of Share
1	Shri Pradeep Kumar Jain	3002325	5.85
2	Shri Naveen Kumar Jain	3551625	6.92
3	Shri Chakresh Kumar Jain	435225	0.85
4	Shri Yogesh Kumar Jain	3291225	6.41
5	Shri Pradeep Kumar Jain (HUF)	1050000	2.05
6	Smt. Meena Jain	1485300	2.89
7	Smt. Premwati Jain	270300	0.53
8	Shri Abhinandan Jain	348600	0.68
	Total	13434600	26.18

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

Sl. No.	Name of the KMP & Their Relative	No. of Share	Percentage of Total No. of Share
1	Shri Naveen Kumar Jain	3551625	6.92
2	Shri Pradeep Kumar Jain	3002325	5.85
3	Shri Chakresh Kumar Jain	435225	0.85
4	Shri Yogesh Kumar Jain	3291225	6.41
5	Shri Naveen Kumar Jain (HUF)	300	0.00
6	Smt. Renu Jain	2334300	4.55
7	Smt. Premwati Jain	270300	0.53
	Total	12885300	25.11

- C. 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 Share	Percentage of Total No. of Share
1	Shri Chakresh Kumar Jain	435225	0.85
2	Shri Pradeep Kumar Jain	3002325	5.85
3	Shri Naveen Kumar Jain	3551625	6.92
4	Shri Yogesh Kumar Jain	3291225	6.41
5	Shri Chakresh Kumar Jain (HUF)	1851300	3.61
6	Smt. Madhavi Jain	3599700	7.02
7	Smt. Premwati Jain	270300	0.53
	Total	16001700	31.19

- D. 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 Share	Percentage of Total No. of Share
1	Shri Yogesh Kumar Jain	3291225	6.41
2	Shri Pradeep Kumar Jain	3002325	5.85
3	Shri Naveen Kumar Jain	3551625	6.92
4	Shri Chakresh Kumar Jain	435225	0.85
5	Shri Yogesh Kumar Jain (HUF)	1020300	1.99
6	Smt. Ashita Jain	1574700	3.07
7	Smt. Premwati Jain	270300	0.53
	Total	13145700	25.62

- E. 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 Share	Percentage of Total No. of Share
1	Shri Anil Kumar Rao	16100	0.03
	Total	16100	0.03

Your approval is solicited to the resolution.

The above may also be treated as an abstract of the terms of contract for revision of remuneration payable to Mr. Pradeep Kumar Jain, Mr. Naveen 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 No1 to 5 for approval by the Members.

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

ITEM NO. 6 & 7

The members may be aware that the operations of the Company have grown significantly during the years, which has generated considerable interest in the company's equity shares in the market. This coupled with general positive economic environment the market price of Company shares have also increased significantly. In order to improve the liquidity of the Company's Share in stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on May 27, 2016 considered it desirable to recommend sub-division to its Equity Shares of Rs. 10 each into 5 (five) equity share of Rs. 2/- each, subject to approval of shareholders and such other authorities as may be necessary. The proposed split of the face value of the equity shares of the company of Rs. 10 each into denomination of Rs. 2 each fully paid up requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in item no. 7 in the accompanying notice for reflecting the corresponding changes in the Authorised Share capital of the Company.

The draft of the revised Memorandum of Association reflecting the said changes is available for inspection by the members at the Registered Office of the Company during office hours on all working days except Saturday and Sunday, between 11:00 a.m. and 3:00 p.m. upto the date of declaration of Postal Ballot Results.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 6 and 7 of accompanying notice for the approval by the Members.

None of the Directors and Key Managerial Personnel, or their relatives is interested and concerned in the above resolution except to the extent of their shareholding in the Company, if any.

ITEM NO.8

Mr. Anil Kumar Rao was appointed as Whole Time Director of the Company for a period of five years w.e.f. 01.10.2011 with a remuneration last revised w.e.f. 01.01.2016. In view of dedicated efforts and contribution made by Mr. Anil Kumar Rao specifically in timely completion and execution of projects, Mr. Anil Kumar Rao deserves to be incentivized by way of special incentive. The Board of Directors, on the recommendation of Nomination and Remuneration Committee, has recommended and paid a special incentive of Rs. 80.00 Lacs subject to ratification by shareholders. The said incentive is in addition to the revised remuneration being paid to Mr. Anil Kumar Rao.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the special resolution set out at item no. 8 of the accompanying notice for the approval by members.

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

ITEM NO. 9

The members at the Annual General Meeting of the Company held on September 11, 2014 had approved the Initial Public offer ("IPO") of the equity shares of the Company. Accordingly, the Company had made the IPO through the 100% Book Building Process. The IPO opened for subscription on May 8, 2015 and closed on May 12, 2015. The IPO comprised a fresh issue of 11,500,000 equity shares and Offer for Sale of 1,421,708 equity shares at Rs. 378 per share having face value of Rs 10, at a premium of Rs 368 per equity share to the general public.

In the Prospectus dated May 14, 2015, the Company had specified the utilization of the proceeds of the fresh issue by the Company under the section titled "**Objects of the Offer**" on page no.77. The Company has utilized / utilizing the proceeds of the fresh issue as per the given Schedule of Implementation & Deployment of Funds except the following –

1. Transfer of Rs.89 Lacs being unutilized Issue Related Expenses and Rs.336 Lacs being savings on Capital Equipments purchased to General Corporate Purposes.
2. Amount of Rs.1223 Lacs specified for Investment in following Capital Equipments in the Prospectus-

Sl. No	Description of Equipment	Quantity (No. of units)	Cost per unit(Rs.)	Amount to be funded out net proceeds	Name of Supplier
1	AmmannApollo Sensor Paver AP 550	1	4290000	4290000	AmmannApollo India Private Limited
2	Stetter Transit Mixer AM6SHD2	4	920000	3680000	Schwing Stetter India Private Limited
3	Vibratory Tandem Roller Hd99	4	2750000	11000000	Wirtgen India Private Limited
4	Rubber Wheeled Roller	2	3400000	6800000	Wirtgen India Private Limited
5	Caterpillar 120KII Motor Grader	4	11730000	46920000	Tractors India Private Limited
6	AmmannApollo Kerb Laying Machine KP 1200SF	2	3160000	6320000	AmmannApollo India Private Limited
7	AmmannApollo Wet Mix Plant 20 TPH WM-200	2	4040000	8080000	AmmannApollo India Private Limited
8	JCB 3DX Excavator Loader	3	1860000	5580000	JCB India Limited
9	Ashok Leyland 2518 iL H3/4C RMC 6x4 Chassis	4	1880000	7520000	Ashok Leyland Limited
10	Ashok Leyland 3518 IL Horse	2	1690000	3380000	Ashok Leyland Limited
11	Escorts Hydra-14-3P	6	1430000	8580000	Escorts Limited
12	HM 2021 Wheel Loader	1	3400000	3400000	Tractors India Private Limited
13	750 KVAD G Set	1	6760000	6760000	Jakson Ltd
	TOTAL	36		12,23,10,000	

Now, based on the current business requirement, the Company wants to replace the above equipments.

Therefore, the Board of Directors recommends the Special Resolution set out in Item No. 9 of accompanying notice for the approval by the Members.

None of the director and key managerial personnel, or their relatives is interested and concerned in the above resolution except to the extent of their shareholding in the Company, if any.

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

(Binaya Kumar Dash)
Company Secretary & Compliance Officer
Membership No: A17982

Corporate office:

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

Dated: 27TH May, 2016

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