

**Details of Voting Results by Postal Ballot (including e-voting) pursuant to Regulations 44(3) of the SEBI  
(Listing Obligations and Disclosures Requirements) Regulations, 2015**

Date of Declaration of Postal Ballot Results	January 20, 2017
Total number of shareholders on record date, i.e 09.12.2016	11004
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	Not Applicable

**Agenda wise disclosure**

**Resolution No.1: TO ENHANCE THE BORROWING POWERS OF THE COMPANY**

- |  |                    |
|--|--------------------|
| a) Resolution required   | Special Resolution |
| b) Whether promoter or Promoter Group are interested in the resolution | No                 |

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	143841000	142489500	99.06	142489500	0.00	100.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total	143841000	142489500	99.06	142489500	0.00	100.00	0.00
Public Institutions	E-voting	61761710	56973706	92.25	51128217	5845489	89.74	10.26
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total	61761710	56973706	92.25	51128217	5845489	89.74	10.26
Public Non - Institutions	E-voting	50936455	24919417	48.92	24906147	13270	99.83	0.05
	Postal Ballot		24689	0.05	24639	50	0.10	0.20
	Sub-Total	50936455	24944106	48.97	24930786	13320	99.95	0.26
Total	Total	256539165	224407312	87.47	218548503	5858809	97.39	2.61



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**Resolution No.2: TO ENHANCE THE POWER OF BOARD TO MORTGAGE, HYPOTHECATE, PLEDGE, CREATION OF CHARGE**

- a) Resolution required Special Resolution  
b) Whether promoter or Promoter Group No  
are interested in the resolution

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	143841000	142489500	99.06	142489500	0.00	100.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total	143841000	142489500	99.06	142489500	0	100.00	0.00
Public Institutions	E-voting	61761710	56973706	92.25	51128217	5845489	89.74	10.26
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total	61761710	56973706	92.25	51128217	5845489	89.74	10.26
Public Non - Institutions	E-voting	50936455	24919417	48.92	24905644	13773	99.82	0.06
	Postal Ballot		24689	0.05	24639	50	0.10	0.20
	Sub-Total	50936455	24944106	48.97	24930283	13823	99.94	0.26
<b>Total</b>	<b>Total</b>	<b>256539165</b>	<b>224407312</b>	<b>87.47</b>	<b>218548000</b>	<b>5859312</b>	<b>97.39</b>	<b>2.61</b>

**Note:** Both the resolutions have been passed by the Members with requisite majority.

**For PNC Infratech Limited**

*Agarwal*  
**Devendra Kumar Agarwal**  
Chief Financial Officer





**SCRUTINIZERS' REPORT**

The Chairman,  
PNC INFRATECH LIMITED  
NBCC Plaza, Tower-II, 4<sup>th</sup> Floor, Pushp Vihar,  
Saket, New Delhi-110017

**Sub: Scrutinizers Report on postal ballot including voting by electronic means in respect of passing of the resolutions contained in the notice dated December 07, 2016 through Postal Ballot.**

Dear Sir,

I, Deepak Gupta, Company Secretary, have been appointed as Scrutinizer by the Board of Directors of PNC Infratech Limited (the Company) for Scrutinizing Postal Ballot voting including voting by electronic means in respect of the passing of resolutions contained in the notice dated December 07, 2016 through Postal Ballot.


The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 & the rules made there under and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations (hereinafter referred as LODR Regulations), relating to Postal Ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a scrutinizer's report of the votes cast by members for the resolutions contained in the notice dated December 07, 2016 based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e till 5 p.m. on January 18, 2017.

I submit my report as under.

1. After the time fixed for closing of the e-voting i.e. 5 p.m. on January 18, 2017, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://evotingindia.com> of CDSL, the Authorized Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
2. The Votes were unblocked on January 18, 2017 in the presence of two witnesses, Mr. Rajesh Lakhnupal, and Mr. Manish Tripathi, Practicing Company Secretaries having their official address at 203, Padma Tower II, Rajendra Place, New Delhi – 110 008 and who were not in the employment of the Company. They have signed below in the Confirmation of the votes being unblocked.

  
Rajesh Lakhnupal



  
Manish Tripathi

**Deepak Gupta**  
Company Secretary



203, Padma Tower- II,  
Rajendra Place,  
New Delhi – 110 008  
Tel:- 91-11- 45063990, 4777 5059  
E-mail: [dr@drassociates.org](mailto:dr@drassociates.org)  
Website: [www.drassociates.org](http://www.drassociates.org)

3. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5 p.m. on January 18, 2017, were diligently scrutinized and reconciled with the records maintained by the Company through Link Intime (India) Private Limited, the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
4. None of the envelopes containing postal ballot forms and e-votes received after the business hours as aforesaid were considered.
5. We have not found any defaced or mutilated ballot paper.
6. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated December 07, 2016 through Postal Ballot, is attached as Annexure A.
7. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Chairman / Managing Director.

**Deepak Gupta**  
Partner  
CP No. 4629



**Date: January 20, 2017**  
**Place: New Delhi**



**Annexure-A**

**Details of Postal Ballot including e-Voting-**

**Resolution No.-1: Recommend to Enhance Borrowing Powers of the company.**

(i) Voted in **favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	35	24639	.01
Electronic(E – voting)	105	218523864	97.38
<b>Total</b>	<b>140</b>	<b>218548503</b>	

(ii) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	1	50	Negligible
Electronic(E – voting)	16	5858759	2.61
<b>Total</b>	<b>17</b>	<b>5858809</b>	

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	6	5607
Electronic(E – voting)	0	0
<b>Total</b>	<b>6</b>	<b>5607</b>





**Resolution No.-2: Recommend to Enhance Power of Board to Mortgage, Hypothecate, Pledge and Creation of charge.**

(i) Voted in **favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	35	24639	.01
Electronic(E – voting)	101	218523361	97.38
<b>Total</b>	<b>136</b>	<b>218548000</b>	

(ii) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	1	50	Negligible
Electronic(E – voting)	20	5859262	2.61
<b>Total</b>	<b>21</b>	<b>5859312</b>	

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	6	5607
Electronic(E – voting)	0	0
<b>Total</b>	<b>6</b>	<b>5607</b>

