



**Gist of the proceedings of the 19th (Nineteenth) Annual General Meeting (AGM) of
'PNC Infratech Limited' held on September 29, 2018**

Pursuant to the Regulation 30 read with Para A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 19th (Nineteenth) Annual General Meeting (AGM) of the Company has been duly convened and held on Saturday, September 29, 2018 at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065 at 11:30 A.M.

The Chairman informed that the Statutory Registers under the Companies Act, 2013 along with other documents as mentioned in AGM Notice are available for inspection by the members.

Mr. Pradeep Kumar Jain, Chairman and Managing Director of the Company, chaired the proceedings of the Meeting. The number of shareholders as on cut-off date September 22, 2018 was 25399.

The Chairman informed the presence of Mrs. Deepika Mittal, Chairman of Audit Committee of the Board, Mr. Ashok Kumar Gupta, Chairman of Stakeholder Relationship Committee and Nomination and Remuneration Committee of the Board, Mr. Neeraj Bansal, Partner, S.S. Kothari Mehta & Co., Chartered Accountants, Statutory Auditors, Mr. Deepak Gupta Partner, DR Associates, Secretarial Auditor & Scrutinizer and Mr. Bharat Bhushan, representing Registrar and Share Transfer Agent:- Link Intime India Pvt. Ltd.

The Chairman informed that the Statutory Registers under the Companies Act, 2013 along with other documents as mentioned in AGM Notice are available for inspection by the members.

As per the records of attendance, 61 Members including 1 Member by proxy were present at the Meeting.

The Chairman informed the Members that the requisite quorum was present and called the Meeting to order. The Quorum was present throughout the Meeting. The Meeting was attended by all the Directors.

Thereafter, the Chairman delivered his speech. He gave an overview of the financial performance of the Company for the Financial Year ended on March 31, 2018. He further informed that there is no qualification, reservation or adverse remark in the Auditors' Report on the Financial Statements and the report of Secretarial Auditors of the Company.

The Chairman informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'), the Company had extended voting facility to the Members of the Company in respect of business transacted at the 19th AGM to cast their vote electronically from a place other than the venue of the Meeting i.e. Remote e-voting. The Remote e-voting period commenced on Wednesday, 26th September 2018 from 9:00 A.M. IST and ended on Friday, 28th September 2018 up to 5:00 P.M. IST.

The Chairman further informed the Members that the facility for voting through Poll (i.e. ballot paper) has been made available at the meeting for the Members who have not cast their vote through Remote e-voting.

He further informed that the Company has engaged the services of Link Intime India Private Limited (LIPL) as the authorized agency to provide e-voting facility and has appointed Mr. Deepak Gupta, Partner of DR Associates, Company Secretary, (FCS No. 5339, CP No. 4629) as the Scrutinizer for the purpose of scrutinizing the electronic voting process (Remote e-voting as well as Poll) in a fair and transparent manner.

The Chairman invited the Members to raise questions, offer comments or seek clarifications on the annual report and accounts or any of the items stated in the Notice of the 19th AGM of the Company. Upon the Members completing their submissions, the Chairman furnished requisite clarifications to all the relevant queries raised by the Members.

Thereafter, all the 12 (Twelve) resolutions required to be passed were proposed and seconded by the Members.

During the course of the Meeting, the Chairman being interested in respect of Item No.6 to 8 pertaining to revision in remuneration of Managing Directors entrusted the conduct of the proceeding pertaining to the said item to Mr. C. R. Sharma and thereafter resumed the Chair after the particular item of business was transacted.

Thereafter, the Chairman ordered a Poll to be taken at the AGM venue through Ballot Paper for those Members who could not cast their vote through remote e-voting.

Thereafter, the Chairman announced that the voting results shall be submitted to the Stock Exchanges in the prescribed format within 48 hours of conclusion of AGM. and the said results along with the Scrutinizer's Consolidated Report on remote e-voting and Poll conducted at the AGM venue shall also be placed on the Company's website www.pncinfratech.com and LI IPL's website <https://instavote.linkintime.co.in/>. He further informed that the results shall also be placed on the notice board of the Company at its Registered Office as well as Corporate Office.

Thereafter, the voting through Poll was conducted smoothly.

The following items of the business as per the notice of the AGM were transacted:

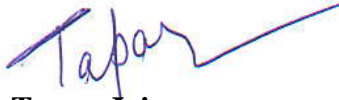
Ordinary Business		
1.	Detail of the Agenda:	Receive, consider and adopt: <ul style="list-style-type: none"> a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, along with the report of the Board of Directors and Auditors thereon. b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, along with the report of the Auditors thereon.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and voting by ballot paper at the AGM venue.
2.	Detail of the Agenda:	Declare dividend on Equity Shares for the financial year ended 31st March 2018.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and voting by ballot paper at the AGM venue.
3.	Detail of the Agenda:	Appoint a Director in place of Shri Chakresh Kumar Jain, Managing Director, (DIN 00086768), who retires by rotation and being eligible, offers himself for re-appointment.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and voting by ballot paper at the AGM venue
Special Business		
4.	Detail of the Agenda:	Ratify remuneration of Cost Auditors of the Company for FY. 2018-19.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and voting by ballot paper at the AGM venue
5.	Detail of the Agenda:	Appointment of Mr. Gauri Shankar (DIN:06764026) as an independent director.

	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and voting by ballot paper at the AGM venue
6.	Detail of the Agenda:	Revision in the remuneration of Mr. Pradeep Kumar Jain (Din: 00086653), Chairman & Managing Director.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and voting by ballot paper at the AGM venue
7.	Detail of the Agenda:	Revision in the remuneration of Mr. Chakresh Kumar Jain (DIN: 00086768), Managing Director.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and voting by ballot paper at the AGM venue
8.	Detail of the Agenda:	Revision in the remuneration of Mr. Yogesh Kumar Jain (DIN: 00086811), Managing Director.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and voting by ballot paper at the AGM venue
9.	Detail of the Agenda:	Revision in the Remuneration of Mr. Anil Kumar Rao (DIN: 01224525), Whole Time Director.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and voting by ballot paper at the AGM venue
10.	Detail of the Agenda:	Enhance the borrowing powers of the company.
	Resolution Required:	Special Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and voting by ballot paper at the AGM venue
11.	Detail of the Agenda:	Enhance the power of board to mortgage, hypothecate, pledge, creation of charge.
	Resolution Required:	Special Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and voting by ballot paper at the AGM venue
12.	Detail of the Agenda:	To approve continuation of Mr. C.R. Sharma (DIN: 00522678) as a Non- Executive Independent Director of the Company.
	Resolution Required:	Special Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and voting by ballot paper at the AGM venue

Post completion of Annual General Meeting, the scrutinizer took the custody of the remote e-voting and ballot paper voting at the venue of the Annual General Meeting of the Company. The Scrutinizer submitted their report post verification of the votes. All the items of business as mentioned in the Notice of Annual General Meeting dated August 07, 2018, based on the report of the Scrutinizer, were passed by requisite majority by voting.

The meeting concluded at 12:25 P.M. with a vote of thanks by Chairman.

**Thanking you,
For PNC Infratech Limited**



Tapan Jain
Company Secretary & Compliance Officer
ICSI M. No.: A22603

