



**Gist of the proceedings of the 17th (Seventeenth) Annual General Meeting (AGM) of
PNC Infratech Limited held on September 30, 2016**

The 17th (Seventeenth) Annual General Meeting (AGM) of the Company has been duly convened and held on Friday, September 30, 2016 at 'Delhi Karnataka Sangha (R), Rao Tularam Marg, Sector 12, R.K. Puram, New Delhi-110022' at 11:00 a.m.

Mr. Pradeep Kumar Jain, Chairman and Managing Director of the Company, chaired the proceedings of the Meeting.

As per the records of attendance, 58 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 (except Mr. Dharam Veer Sharma, Mr. Rakesh Kumar Gupta and Mrs. Deepika Mittal due to pre-occupation and that they had sent greetings and good wishes to all the members present.

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, 2016. 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 17th 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 Tuesday, September 27, 2016 (9:00 a.m. IST) and ended on Thursday, September 29, 2016 (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 Central Depository Services (India) Limited (CDSL) 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 17th 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 11 (Eleven) 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.8 to 10 pertaining to re-appointment as Directors entrusted the conduct of the proceeding pertaining to the said item to Mr. Anil Kumar Rao 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 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 CDSL's website www.evotingindia.com. 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.	Consider and adopt: a) the audited Standalone Financial Statement of the Company for the year ended March 31, 2016, and the report of the Board of Directors and Auditors thereon. b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016, and the report of the Auditors thereon (Ordinary Resolution)
2.	Declare dividend on Equity Shares for the financial year ended 31st March 2016 (Ordinary Resolution)
3.	Appoint a Director in place of Shri Chakresh Kumar Jain, Managing Director, (DIN 00086768), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)
4.	Appoint a Director in place of Shri Yogesh Kumar Jain, Managing Director, (DIN 00086811), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)
5.	Re-appointment of M/s. Purushottam Agrawal & Company, Statutory Auditor of the Company (Ordinary Resolution)
6.	Re-appointment of M/s. S.S. Kothari Mehta & Co., Joint Statutory Auditor of the Company (Ordinary Resolution)
Special Business	
7.	Ratify remuneration of Cost Auditors of the Company for FY. 2016-17 (Ordinary Resolution)
8.	Re-Appointment of Mr. Pradeep Kumar Jain, Chairman & Managing Director (DIN: 00086653) (Ordinary Resolution)
9.	Re-Appointment of Mr. Chakresh Kumar Jain, Managing Director (DIN: 00086768) (Ordinary Resolution)
10.	Re-Appointment of Mr. Yogesh Kumar Jain, Managing Director (DIN: 00086811) (Ordinary Resolution)
11.	Re-Appointment of Mr. Anil Kumar Rao, Whole Time Director (DIN: 01224525) (Ordinary Resolution)

The meeting concluded at 12:20 P.M. with a vote of thanks by Chairman.

For PNC Infratech Limited


Devendra Kumar Agarwal
Chief Financial Officer

