



**Gist of the proceedings of the 18<sup>th</sup> (Eighteenth) Annual General Meeting (AGM) of  
'PNC Infratech Limited'  
held on September 29, 2017**

The 18<sup>th</sup> (Eighteenth) Annual General Meeting (AGM) of the Company has been duly convened and held on Friday, September 29, 2017 at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065 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, 43 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 Mrs. Deepika Mittal due to pre-occupation and that she 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, 2017. 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 18<sup>th</sup> 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, 26<sup>th</sup> September 2017 from 9:00 A.M. IST and ended on Thursday, 28<sup>th</sup> September 2017 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 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 18<sup>th</sup> 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.7 pertaining to re-appointment of Mr. Naveen Kumar Jain, 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 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](http://www.pncinfratech.com) and CDSL's website [www.evotingindia.com](http://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:

<b>Ordinary Business</b>	
1.	Consider and adopt: a) the audited Standalone Financial Statement of the Company for the year ended March 31, 2017, and the report of the Board of Directors and Auditors thereon. <b>(Ordinary Resolution)</b> b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017, and the report of the Auditors thereon <b>(Ordinary Resolution)</b>
2.	Declare dividend on Equity Shares for the financial year ended 31st March 2017 <b>(Ordinary Resolution)</b>
3.	Appoint a Director in place of Shri Naveen Kumar Jain, Whole Time Director, (DIN: 00086841), who retires by rotation and being eligible, offers himself for re-appointment <b>(Ordinary Resolution)</b>
4.	Appoint a Director in place of Shri Anil Kumar Rao, Whole Time Director, (DIN: 01224525), who retires by rotation and being eligible, offers himself for re-appointment <b>(Ordinary Resolution)</b>
5.	Re-appointment of M/s. S.S. Kothari Mehta & Co., Statutory Auditor (F.R. No. 000756N) of the Company <b>(Ordinary Resolution)</b>
<b>Special Business</b>	
6.	Ratify remuneration of Cost Auditors of the Company for FY. 2017-18 <b>(Ordinary Resolution)</b>
7.	Re-Appointment of Mr. Naveen Kumar Jain, Whole Time Director (Din: 00086841), <b>(Ordinary Resolution)</b>
8.	Revision in remuneration of Mr. Anil Kumar Rao, as Whole Time Director (DIN: 01224525) <b>(Ordinary Resolution)</b>
9.	Special incentive to Mr. Anil Kumar Rao, as Whole time Director (DIN: 01224525) <b>(Special Resolution)</b>
10.	Enhance the Borrowing Powers of the Company <b>(Special Resolution)</b>
11.	Enhance the Power of Board to Mortgage, Hypothecate, Pledge, Creation of Charge <b>(Special Resolution)</b>

The meeting concluded at 12:05 P.M. with a vote of thanks by Chairman.

Thanking you,  
For PNC Infratech Limited

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

