



**PNC Infratech Limited**

(CIN-L45201DL1999PLC195937)

Registered office: , NBCC Plaza, Tower-II, 4<sup>th</sup> Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110 017  
Website: [www.pncinfratech.com](http://www.pncinfratech.com), Email: [complianceofficer@pncinfratech.com](mailto:complianceofficer@pncinfratech.com)

|  |  |
|--|--|
| <b>Date of AGM</b>   | Monday, September 28, 2015   |
| <b>Total number of shareholders on record date</b><br>[i.e. September 21, 2015 – cut off date for remote e-voting and voting by ballot form at the venue of the AGM] | 2580   |
| <b>No. of Shareholders present in the meeting either in person or through proxy</b><br><br>Promoters and Promoter Group:<br>Public:                                  | <br><br>8<br>57  |
| <b>No of Shareholders attended the meeting through Video Conferencing</b><br><br>Promoters and Promoter Group:<br><br>Public:  | <b>No video Conferencing facility was arranged</b><br><br><b>Not Applicable</b><br><br><b>Not Applicable</b> |

**Agenda-Wise**

The mode of voting for all resolutions was remote e-voting which included voting by electronic mode conducted between September 25, 2015 to September 27, 2015 and voting by ballot form at the venue of the AGM.

Given below is the resolution wise Consolidated Results of remote e-voting and voting by ballot form at the AGM-

**Resolution No. 1: Ordinary Resolution**

Adoption of :

- a) the Audited Standalone Financial Statement of the company for the year ended March 31<sup>st</sup> 2015 and the Report on Board of Directors and Auditors thereon



- b) the Audited Consolidated Financial Statement of the company for the year ended March 31<sup>st</sup> 2015 and the report of the Auditors thereon

| Promoter/Public                | 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    | 28768200           | 28497900            | 99.06                                   | 28497900               | 0                    | 100                                  | 0                                  |
| Public – Institutional holders | 10446212           | 8548426             | 81.83                                   | 8548426                | 0                    | 100                                  | 0                                  |
| Public-Others                  | 12093421           | 9458556             | 78.21                                   | 9458556                | 0                    | 100                                  | 0                                  |
| <b>Total</b>                   | <b>51307833</b>    | <b>46504882</b>     | <b>90.64</b>                            | <b>46504882</b>        | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |

**Resolution No. 2: Ordinary Resolution**

Declaration of Final Dividend of Re. 1.50 per equity shares of Rs.10/-each

| Promoter/Public                | 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    | 28768200           | 28497900            | 99.06                                   | 28497900               | 0                    | 100                                  | 0                                  |
| Public – Institutional holders | 10446212           | 8548426             | 81.83                                   | 8548426                | 0                    | 100                                  | 0                                  |
| Public-Others                  | 12093421           | 9458556             | 78.21                                   | 9458556                | 0                    | 100                                  | 0                                  |
| <b>Total</b>                   | <b>51307833</b>    | <b>46504882</b>     | <b>90.64</b>                            | <b>46504882</b>        | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |





**Resolution No. 3: Ordinary Resolution**

Appointment of Mr. Naveen Kumar Jain, Whole Time Director, liable to retire by rotation

| Promoter/Public                | 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    | 28768200           | 28497900            | 99.06                                   | 28497900               | 0                    | 100                                  | 0                                  |
| Public – Institutional holders | 10446212           | 8548426             | 81.83                                   | 8548426                | 0                    | 100                                  | 0                                  |
| Public-Others                  | 12093421           | 9458556             | 78.21                                   | 9458556                | 0                    | 100                                  | 0                                  |
| <b>Total</b>                   | <b>51307833</b>    | <b>46504882</b>     | <b>90.64</b>                            | <b>46504882</b>        | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |

**Resolution No. 4: Ordinary Resolution**

Appointment of Mr. Anil Kumar Rao, Whole Time Director, liable to retire by rotation

| Promoter/Public                | 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    | 28768200           | 28497900            | 99.06                                   | 28497900               | 0                    | 100                                  | 0                                  |
| Public – Institutional holders | 10446212           | 8548426             | 81.83                                   | 8548426                | 0                    | 100                                  | 0                                  |
| Public-Others                  | 12093421           | 9458556             | 78.21                                   | 9458521                | 35                   | 100                                  | Negligible                         |
| <b>Total</b>                   | <b>51307833</b>    | <b>46504882</b>     | <b>90.64</b>                            | <b>46504847</b>        | <b>35</b>            | <b>100</b>                           | <b>0</b>                           |



**Resolution No. 5: Ordinary Resolution**

Ratification for re-appointment of Statutory Auditors of the Company

| Promoter/Public                | 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    | 28768200           | 28497900            | 99.06                                   | 28497900               | 0                    | 100                                  | 0                                  |
| Public – Institutional holders | 10446212           | 8548426             | 81.83                                   | 8548426                | 0                    | 100                                  | 0                                  |
| Public-Others                  | 12093421           | 9458556             | 78.21                                   | 9458556                | 0                    | 100                                  | 0                                  |
| <b>Total</b>                   | <b>51307833</b>    | <b>46504882</b>     | <b>90.64</b>                            | <b>46504882</b>        | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |

**Resolution No. 6: Special Resolution**

To approve keeping and maintaining of statutory books and Registers and other documents at a place other than registered office under Companies Act, 2013.

| Promoter/Public                | 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    | 28768200           | 28497900            | 99.06                                   | 28497900               | 0                    | 100                                  | 0                                  |
| Public – Institutional holders | 10446212           | 8548426             | 81.83                                   | 8548426                | 0                    | 100                                  | 0                                  |
| Public-Others                  | 12093421           | 9458556             | 78.21                                   | 9458556                | 0                    | 100                                  | 0                                  |
| <b>Total</b>                   | <b>51307833</b>    | <b>46504882</b>     | <b>90.64</b>                            | <b>46504882</b>        | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |





**Resolution No. 7: Ordinary Resolution**

To ratify remuneration of Cost Auditors of the Company for FY. 2015-16.

| Promoter/Public                | 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    | 28768200           | 28497900            | 99.06                                   | 28497900               | 0                    | 100                                  | 0                                  |
| Public – Institutional holders | 10446212           | 8548426             | 81.83                                   | 8548426                | 0                    | 100                                  | 0                                  |
| Public-Others                  | 12093421           | 9458556             | 78.21                                   | 9458556                | 0                    | 100                                  | 0                                  |
| <b>Total</b>                   | <b>51307833</b>    | <b>46504882</b>     | <b>90.64</b>                            | <b>46504882</b>        | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |

**Note:** All the aforesaid resolutions were passed with requisite majority.



**Deepak Gupta**  
Practicing Company Secretary

3/31, 1<sup>st</sup> Floor, West Patel Nagar,  
New Delhi – 110 008  
Mobile No.: 9811423461  
Telefax No. 011-45063990  
Email– [deepak@drassociates.org](mailto:deepak@drassociates.org)

**SCRUTINIZER'S REPORT - COMBINED**

The Chairman of 16<sup>th</sup> Annual General Meeting of  
PNC Infratech Limited,  
New Delhi

Dear Sir,

1. I, Deepak Gupta, Company Secretary in practice, partner of DR Associates, Company Secretaries, have been appointed as a scrutinizer by the Board of Directors of PNC Infratech Limited ('the Company') in its meeting held on August 7<sup>th</sup>, 2015 for the purpose of scrutinizing the e – voting process and Poll Process under the provisions of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, at the 16<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Monday, 28<sup>th</sup> September, 2015 at 11.00 A.M. at Arya Auditorium, Des Raj Campus, C- Block, East of Kailash, New Delhi-110065, India.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means and poll on the resolutions contained in the notice of 16<sup>th</sup> Annual General Meeting. My responsibility as a scrutinizer for e- voting process and for the poll at the AGM is restricted to make a scrutinizer's report and to follow the duties and responsibilities as mentioned under the applicable provisions of the Companies Act., 2013 and rules and regulations made thereunder.
3. I have issued separate Scrutinizer's report dated 28<sup>th</sup> September, 2015 on the **E – Voting and on Poll** dated 28<sup>th</sup> September, 2015, on the resolutions contained in the notice of the AGM. As requested by the Management, I hereby submit my combined report on the results of e – voting together with that of Poll are as under:

| Item No. of the Notice                         | Voted in favour of the resolution |  | Votes against the resolution |  | Invalid Votes |
|--|-----------------------------------|--|------------------------------|--|---------------|
|  | No. of Shares                     | % of total number of valid votes cast (Favour and Against) | No of Shares                 | % of total number of valid votes cast (Favour and Against) |               |
| Item No. 1 of the Notice (Ordinary Resolution) | 46504882                          | 100  | 0                            | 0  | 1098          |
| Item No. 2 of the Notice (Ordinary Resolution) | 46504882                          | 100  | 0                            | 0  | 1098          |



**Deepak Gupta**  
Practicing Company Secretary

3/31, 1<sup>st</sup> Floor, West Patel Nagar,  
New Delhi – 110 008  
Mobile No.: 9811423461  
Telefax No. 011-45063990  
Email– [deepak@drassociates.org](mailto:deepak@drassociates.org)

|  |          |     |    |            |      |
|--|----------|-----|----|------------|------|
| Item No. 3 of the Notice (Ordinary Resolution) | 46504882 | 100 | 0  | 0          | 1098 |
| Item No. 4 of the Notice (Ordinary Resolution) | 46504847 | 100 | 35 | Negligible | 1098 |
| Item No. 5 of the Notice (Ordinary Resolution) | 46504882 | 100 | 0  | 0          | 1098 |
| Item No. 6 of the Notice (Special Resolution)  | 46504882 | 100 | 0  | 0          | 1098 |
| Item No. 7 of the Notice (Ordinary Resolution) | 46504882 | 100 | 0  | 0          | 1098 |

4. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of AGM.

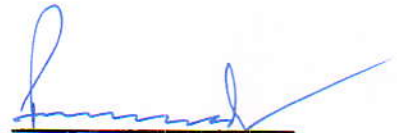
Thanking you,  
Yours Faithfully



**Deepak Gupta**  
FCS: F5339  
CP No. 4629



Partner  
DR Associates  
Company Secretaries  
Place: New Delhi  
Date: September 28, 2015



Countersigned by Chairman of Annual General Meeting

**Pradeep Kumar Jain**

DIN: 00086653

Date: 28.9.2015