

**Details of Voting Results of 18<sup>th</sup> Annual General Meeting pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

<b>Date of AGM</b>	September 29, 2017
<b>Total number of shareholders on record date</b> [i.e. September 22, 2017 – cut off date for remote e-voting and voting by ballot form at the venue of the AGM]	19829
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	43
Promoters and Promoter Group:	15
Public:	28
<b>No of Shareholders attended the meeting through Video Conferencing</b>	<b>No video Conferencing facility was arranged</b>
Promoters and Promoter Group:	<b>Not Applicable</b>
Public:	<b>Not Applicable</b>

**Agenda wise disclosure**

The mode of voting for all resolutions was remote e-voting which included voting by electronic mode conducted between Tuesday, 26<sup>th</sup> September 2017 from 9:00 A.M. IST and Thursday, 28<sup>th</sup> September 2017 up to 5:00 P.M. IST. and voting by Poll through ballot Paper at the venue of the AGM.

**Resolution No.1:**

To receive, consider and adopt -

- 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.
  - the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017, and the report of the Auditors thereon.
- Resolution required Ordinary Resolution
  - 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	143841000	100.00	143841000	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>143841000</b>	<b>100.00</b>	<b>143841000</b>	<b>0</b>	<b>100</b>	<b>0</b>





Public Institutions	E-voting	70652677	63662464	90.11	63662464	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70652677	63662464	90.11	63662464	0	100	0
Public Non - Institutions	E-voting	42045488	26699932	63.50	26699932	0	100	0
	Poll		99667	0.24	99667	0	100.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	42045488	26799599	63.74	26799599	0	100.00	0
Total		256539165	234303063	91.33	234303063	0	100.00	0

**Resolution No.2: To declare dividend on Equity Shares for the financial year ended 31st March 2017.**

- a) Resolution required Ordinary 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	143841000	100.00	143841000	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	143841000	143841000	100.00	143841000	0	100	0
Public Institutions	E-voting	70652677	63662464	90.11	63662464	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70652677	63662464	90.11	63662464	0	100	0
Public Non - Institutions	E-voting	42045488	26699932	63.50	26699932	0	100	0
	Poll		99667	0.24	99667	0	100.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	42045488	26799599	63.74	26799599	0	100.00	0
Total		256539165	234303063	91.33	234303063	0	100.00	0

**Resolution No3: To 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.**

- a) Resolution required Ordinary 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	143841000	100.00	143841000	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	143841000	143841000	100.00	143841000	0	100	0
Public Institutions	E-voting	70652677	63662464	90.11	63662464	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70652677	63662464	90.11	63662464	0	100	0
Public Non - Institutions	E-voting	42045488	26699932	63.50	26699932	0	100	0
	Poll		99667	0.24	99667	0	100.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	42045488	26799599	63.74	26799599	0	100.00	0
Total		256539165	234303063	91.33	234303063	0	100.00	0

**Resolution No 4:** To 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.

- a) Resolution required Ordinary 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	143841000	100.00	143841000	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	143841000	143841000	100.00	143841000	0	100	0
Public Institutions	E-voting	70652677	63662464	90.11	63662464	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70652677	63662464	90.11	63662464	0	100	0





Public Non - Institutions	E-voting	42045488	26699932	63.50	26699932	0	100	0
	Poll		99667	0.24	99667	0	100.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	42045488	26799599	63.74	26799599	0	100.00	0
Total		256539165	234303063	91.33	234303063	0	100.00	0

**Resolution No.5: Re-appointment of M/s. S.S. Kothari Mehta & Co., Statutory Auditor (F.R. No. 000756N) of the Company.**

- a) Resolution required Ordinary 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	143841000	100.00	143841000	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	143841000	143841000	100.00	143841000	0	100	0
Public Institutions	E-voting	70652677	63662464	90.11	63662464	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70652677	63662464	90.11	63662464	0	100	0
Public Non - Institutions	E-voting	42045488	26699932	63.50	26699932	0	100	0
	Poll		99667	0.24	99667	0	100.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	42045488	26799599	63.74	26799599	0	100.00	0
Total		256539165	234303063	91.33	234303063	0	100.00	0

**Resolution No.6: Ratify remuneration of Cost Auditors of the Company for FY. 2017-18**

- a) Resolution required Ordinary 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	143841000	100.00	143841000	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	143841000	143841000	100.00	143841000	0	100.00	0
Public Institutions	E-voting	70652677	63662464	90.11	63662464	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70652677	63662464	90.11	63662464	0	100.00	0
Public Non - Institutions	E-voting	42045488	26699932	63.50	26699882	50	100.00	0.000
	Poll		99667	0.24	99667	0	100.00	0.000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	42045488	26799599	63.74	26799549	50	100.00	0.000
Total		256539165	234303063	91.33	234303013	50	100.00	0.000

**Resolution No.7: Re-Appointment of Mr. Naveen Kumar Jain, Whole Time Director (Din: 00086841)**

- |  |                     |
|--|---------------------|
| a) Resolution required   | Ordinary Resolution |
| b) Whether promoter or Promoter Group are interested in the resolution | Yes                 |

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	143841000	100.00	143841000	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	143841000	143841000	100.00	143841000	0	100.00	0
Public Institutions	E-voting	70652677	61667464	87.28	61667464	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70652677	61667464	87.28	61667464	0	100.00	0





Public Non - Institutions	E-voting	42045488	26699932	63.50	26699832	100	100.00	0.000
	Poll		99665	0.24	99665	0	100.00	0.000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	42045488	26799597	63.74	26799497	100	100.00	0.000
Total		256539165	232308061	90.55	232307961	100	100.00	0.000

**Resolution No.8: Revision in remuneration of Mr. Anil Kumar Rao, as Whole Time Director (DIN: 01224525)**

- a) Resolution required Ordinary 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	143841000	100.00	143841000	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	143841000	143841000	100.00	143841000	0	100.00	0
Public Institutions	E-voting	70652677	61667464	87.28	61667464	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70652677	61667464	87.28	61667464	0	100.00	0
Public Non - Institutions	E-voting	42045488	26699932	63.50	26699820	112	100.00	0.000
	Poll		99665	0.24	99665	0	100.00	0.000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	42045488	26799597	63.74	26799485	112	100.00	0.000
Total		256539165	232308061	90.55	232307949	112	100.00	0.000

**Resolution No.9: Special incentive to Mr. Anil Kumar Rao, as Whole Time Director (DIN: 01224525)**

- 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	143841000	100.00	143841000	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	143841000	143841000	100.00	143841000	0	100.00	0
Public Institutions	E-voting	70652677	61667464	87.28	61667464	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70652677	61667464	87.28	61667464	0	100.00	0
Public Non - Institutions	E-voting	42045488	26699932	63.50	26699810	122	100.00	0.000
	Poll		99665	0.24	99665	0	100.00	0.000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	42045488	26799597	63.74	26799475	122	100.00	0.000
Total		256539165	232308061	90.55	232307939	122	100.00	0.000

**Resolution No.10: Enhance the Borrowing Powers of the Company**

- a) Resolution required  
b) Whether promoter or Promoter Group are interested in the resolution

Special 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	143841000	100.00	143841000	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	143841000	143841000	100.00	143841000	0	100.00	0





Public Institutions	E-voting	70652677	63662464	90.11	49010032	14652432	76.98	23.016
	Poll		0	0.00	0	0	0.00	0.000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70652677	63662464	90.11	49010032	14652432	76.98	23.016
Public Non - Institutions	E-voting	42045488	26699932	63.50	26699882	50	100.00	0.000
	Poll		99665	0.24	99665	0	100.00	0.000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	42045488	26799597	63.74	26799547	50	100.00	0.000
Total		256539165	234303061	91.33	219650579	14652482	93.75	6.254

**Resolution No.11: Enhance the Power of Board to Mortgage, Hypothecate, Pledge, Creation of Charge**

- a) Resolution required  
b) Whether promoter or Promoter Group are interested in the resolution

Special 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	143841000	100.00	143841000	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	143841000	143841000	100.00	143841000	0	100.00	0
Public Institutions	E-voting	70652677	63662464	90.11	49010032	14652432	76.98	23.016
	Poll		0	0.00	0	0	0.00	0.000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70652677	63662464	90.11	49010032	14652432	76.98	23.016
Public Non - Institutions	E-voting	42045488	26699932	63.50	26699882	50	100.00	0.000
	Poll		99665	0.24	99665	0	100.00	0.000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	42045488	26799597	63.74	26799547	50	100.00	0.000
Total		256539165	234303061	91.33	219650579	14652482	93.75	6.254





**Note :** All the resolutions have been passed by the Members in duly held Annual General Meeting with requisite majority.

Thanking you,  
For PNC Infratech Limited

*Tapan*

Tapan Jain

Company Secretary & Compliance Officer

ICSI M. No.: A22603





**DEEPAK GUPTA**  
**Practicing Company Secretary**

203, Padma Tower- II, Rajendra Place,  
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 18<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 11<sup>th</sup>, 2017 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, as amended, at the 18<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Friday, 29<sup>th</sup> September, 2017 at 11.00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, 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 18<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 29<sup>th</sup> September, 2017 on the E – Voting and on Poll dated 29<sup>th</sup> September, 2017, 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:





**DEEPAK GUPTA**  
Practicing Company Secretary

203, Padma Tower- II, Rajendra Place,  
New Delhi – 110 008  
Mobile No.: 9811423461  
Telefax No. 011-45063990  
Email– [deepak@drassociates.org](mailto:deepak@drassociates.org)

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)	234303063	100	Nil	N.A.	13
Item No. 2 of the Notice (Ordinary Resolution)	234303063	100	Nil	N.A.	13
Item No. 3 of the Notice (Ordinary Resolution)	234303063	100	Nil	N.A.	13
Item No. 4 of the Notice (Ordinary Resolution)	234303063	100	Nil	N.A.	13
Item No. 5 of the Notice (Ordinary Resolution)	234303063	100	Nil	N.A.	13
Item No. 6 of the Notice (Ordinary Resolution)	234303013	100	50	Negligible	13
Item No. 7 of the Notice (Ordinary Resolution)	232307961	100	100	Negligible	13
Item No. 8 of the Notice (Ordinary Resolution)	232307949	100	112	Negligible	13
Item No. 9 of the Notice (Special Resolution)	232307939	100	122	Negligible	13
Item No. 10 of the Notice (Special Resolution)	219650579	93.75	14652482	6.25	13
Item No. 11 of the Notice (Special Resolution)	219650579	93.75	14652482	6.25	13





**DEEPAK GUPTA**  
**Practicing Company Secretary**

203, Padma Tower- II, Rajendra Place,  
New Delhi – 110 008  
Mobile No.: 9811423461  
Telefax No. 011-45063990  
Email– [deepak@drassociates.org](mailto:deepak@drassociates.org)

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.

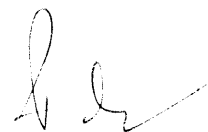
Thanking you,  
Yours Faithfully



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

**Partner**  
**DR Associates**  
**Company Secretaries**

**Place: New Delhi**  
**Date: 29/09/2017**



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**Countersigned by Chairman of Annual General Meeting**

**Pradeep Kumar Jain**

**DIN: 00086653**

**Date: 29/09/2017**