

**Details of Voting Results by postal ballot (including e-voting) pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

Date of Declaration of Postal Ballot Results	July 19, 2016
Total number of shareholders on record date	3628
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing:  Promoter and Promoter Group:  Public:	Not Applicable

**Agenda wise disclosure**

**Resolution No.1: Revision in the Remuneration of Mr. Pradeep Kumar Jain, Chairman & Managing Director.**

- |  |                     |
|--|---------------------|
| 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	28768200	28497900	99.06	28497900	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	28768200	28497900	99.06	28497900	0	100.00	0.00
Public Institutions	E-voting	11740648	9450003	80.49	9450003	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	11740648	9450003	80.49	9450003	0	100.00	0.00
Public Non - Institutions	E-voting	10798985	8197909	75.91	8197903	6	99.95	0.00
	Postal Ballot		3992	0.04	3992	0	0.05	0.00
	Total	10798985	8201901	75.95	8201895	6	100.00	Negligible
<b>Total</b>		<b>51307833</b>	<b>46149804</b>	<b>89.95</b>	<b>46149798</b>	<b>6</b>	<b>100.00</b>	<b>Negligible</b>



**Resolution No.2: Revision in the Remuneration of Mr. Naveen Kumar Jain, Whole Time Director.**

- a) Resolution required Ordinary Resolution  
b) Whether promoter or Promoter Group Yes  
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	28768200	28497900	99.06	28497900	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	28768200	28497900	99.06	28497900	0	100.00	0.00
Public Institutions	E-voting	11740648	9450003	80.49	9450003	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	11740648	9450003	80.49	9450003	0	100.00	0.00
Public Non - Institutions	E-voting	10798985	8197909	75.91	8197873	36	99.95	Negligible
	Postal Ballot		3992	0.04	3852	140	0.05	Negligible
	Total	10798985	8201901	75.95	8201725	176	100.00	Negligible
Total		51307833	46149804	89.95	46149628	176	100.00	Negligible

**Resolution No3: Revision in the Remuneration of Mr. Chakresh Kumar Jain, Managing Director.**

- a) Resolution required Ordinary Resolution  
b) Whether promoter or Promoter Group Yes  
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	28768200	28497900	99.06	28497900	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	28768200	28497900	99.06	28497900	0	100.00	0.00
Public Institutions	E-voting	11740648	9450003	80.49	9450003	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	11740648	9450003	80.49	9450003	0	100.00	0.00





Public Non - Institutions	E-voting	10798985	8197909	75.91	8197873	36	99.95	Negligible
	Postal Ballot		3992	0.04	3852	140	0.05	Negligible
	Total	10798985	8201901	75.95	8201725	176	100.00	Negligible
Total		51307833	46149804	89.95	46149628	176	100.00	Negligible

**Resolution No 4: Revision in the Remuneration of Mr. Yogesh Kumar Jain, Managing Director.**

- a) Resolution required Ordinary Resolution  
b) Whether promoter or Promoter Group Yes  
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	28768200	28497900	99.06	28497900	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	28768200	28497900	99.06	28497900	0	100.00	0.00
Public Institutions	E-voting	11740648	9450003	80.49	9450003	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	11740648	9450003	80.49	9450003	0	100.00	0.00
Public Non - Institutions	E-voting	10798985	8197909	75.91	8197873	36	99.95	Negligible
	Postal Ballot		3992	0.04	3852	140	0.05	Negligible
	Total	10798985	8201901	75.95	8201725	176	100.00	Negligible
Total		51307833	46149804	89.95	46149628	176	100.00	Negligible

**Resolution No.5: Revision in the Remuneration of Mr. Anil Kumar Rao, Whole Time Director.**

- 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	E-voting	28768200	28497900	99.06	28497900	0	100.00	0.00



Promoter Group	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	28768200	28497900	99.06	28497900	0	100.00	0.00
Public Institutions	E-voting	11740648	9450003	80.49	9450003	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	11740648	9450003	80.49	9450003	0	100.00	0.00
Public Non - Institutions	E-voting	10798985	8197909	75.91	8197873	36	99.95	Negligible
	Postal Ballot		3992	0.04	3852	140	0.05	Negligible
	Total	10798985	8201901	75.95	8201725	176	100.00	Negligible
Total		51307833	46149804	89.95	46149628	176	100.00	Negligible

**Resolution No.6: Splitting Company's Equity Share of Rs. 10/- each into 5(Five) Equity Shares of Rs.2/- each.**

- 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	28768200	28497900	99.06	28497900	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	28768200	28497900	99.06	28497900	0	100.00	0.00
Public Institutions	E-voting	11740648	9450003	80.49	9450003	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	11740648	9450003	80.49	9450003	0	100.00	0.00
Public Non - Institutions	E-voting	10798985	8197909	75.91	8197393	516	99.95	Negligible
	Postal Ballot		3992	0.04	3992	0	0.05	0.00
	Total	10798985	8201901	75.95	8201385	516	99.99	Negligible
Total		51307833	46149804	89.95	46149288	516	100.00	Negligible

**Resolution No.7: Approval to amend the capital clause in the Memorandum of Association 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	28768200	28497900	99.06	28497900	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	28768200	28497900	99.06	28497900	0	100.00	0.00
Public Institutions	E-voting	11740648	9450003	80.49	9450003	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	11740648	9450003	80.49	9450003	0	100.00	0.00
Public Non - Institutions	E-voting	10798985	8197909	75.91	8197393	516	99.95	Negligible
	Postal Ballot		3992	0.04	3992	0	0.05	0.00
	Total	10798985	8201901	75.95	8201385	516	99.99	Negligible
Total		51307833	46149804	89.95	46149288	516	100.00	Negligible

**Resolution No.8: Special Incentive to Whole Time Director**

- |  |                    |
|--|--------------------|
| 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	28768200	28497900	99.06	28497900	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	28768200	28497900	99.06	28497900	0	100.00	0.00
Public Institutions	E-voting	11740648	9428677	80.31	9428677	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	11740648	9428677	80.31	9428677	0	100.00	0.00
Public Non - Institutions	E-voting	10798985	8197909	75.91	8197873	36	99.95	Negligible



	Postal Ballot		3992	0.04	3852	140	0.05	Negligible
	Total	10798985	8201901	75.95	8201725	176	100.00	Negligible
Total		51307833	46128478	89.91	46128302	176	100.00	Negligible

**Resolution No.9: Change in Utilization of IPO Proceeds**

- a) Resolution required Special 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	28768200	28497900	99.06	28497900	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	28768200	28497900	99.06	28497900	0	100.00	0.00
Public Institutions	E-voting	11740648	8468740	72.13	8468740	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	11740648	8468740	72.13	8468740	0	100.00	0.00
Public Non - Institutions	E-voting	10798985	8197909	75.91	8197908	1	99.95	Negligible
	Postal Ballot		2992	0.04	2852	140	0.03	Negligible
	Total	10798985	8200901	75.95	8200760	141	99.99	Negligible
Total		51307833	45167541	88.03	45167400	141	100.00	Negligible

For PNC Infratech Limited

*Binaya Kumar Dash*

Binaya Kumar Dash  
Company Secretary & Compliance Officer  
ICSI M. No.: A17982







**SCRUTINIZERS' REPORT**

The Chairman,  
PNC INFRATECH LIMITED  
NBCC Plaza, Tower-II, 4<sup>th</sup> Floor, Pushp Vihar,  
Saket, New Delhi-110017

**Sub: Scrutinizers Report on postal ballot including voting by electronic means in respect of passing of the resolutions contained in the notice dated May 27, 2016 through Postal Ballot.**

Dear Sir,

I, Deepak Gupta, Partner, DR Associates, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of PNC Infratech Limited (the Company) for Scrutinizing Postal Ballot voting including voting by electronic means in respect of the passing of resolutions contained in the notice dated May 27, 2016 through Postal Ballot.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 & the rules made thereunder and (ii) the Listing Agreements with the Stock Exchanges, relating to Postal Ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a scrutinizer's report of the votes cast by members for the resolutions contained in the notice dated May 27, 2016 based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e till 5 p.m. on July 17, 2016.

I submit my report as under.

1. After the time fixed for closing of the e-voting i.e. 5 p.m. on July 17, 2016, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://evotingindia.com> of CDSL, the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
2. The Votes were unblocked on July 17, 2016 in the presence of two witnesses, Mr. Rajesh Lakhanpal, and Mr. Suchitta Koley, partners of DR Associates, Company Secretaries, having their official address at 3/31, First Floor, West Patel Nagar, New Delhi – 110 008 who were not in the employment of the Company. They have signed below in the Confirmation of the votes being unblocked.

  
Rajesh Lakhanpal

  
Suchitta Koley





3. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5 p.m. on July 17, 2016, were diligently scrutinized and reconciled with the records maintained by the Company through Link Intime (India) Private Limited, the Registrar and Transfer Agents of the Company and the authorisations lodged with the Company.
4. None of the envelopes containing postal ballot forms and e-votes received after the business hours as aforesaid were considered.
5. We have not found any defaced or mutilated ballot paper.
6. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated May 27, 2016 through Postal Ballot, is attached as Annexure A.
7. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

For DR Associates  
Company Secretaries

  
Deepak Gupta  
Partner  
CP No. 4629



Date: July 19, 2016





Annexure-A

Details of Postal Ballot including e-Voting-

Resolution No.-1: Revision in the Remuneration of Mr. Pradeep Kumar Jain, Chairman & Managing Director:

(i) Voted in favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	16	3992	.01
Electronic(E – voting)	76	46145806	99.99
Total	92	46149798	

(ii) Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	0	N.A	N.A.
Electronic(E – voting)	2	6	Negligible
Total	2	6	

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	3	1011
Electronic(E – voting)	5	383110
Total	8	384121





**Resolution No.-2: Revision in the Remuneration of Mr. Naveen Kumar Jain, Whole Time Director**

(i) Voted in favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	15	3852	.01
Electronic(E – voting)	75	46145776	99.99
Total	90	46149628	

(ii) Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	1	140	Negligible
Electronic(E – voting)	3	36	Negligible
Total	4	176	

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	3	1011
Electronic(E – voting)	5	383110
Total	8	384121







**Resolution No.-3: Revision in the Remuneration of Mr. Chakresh Kumar Jain, Managing Director**

(i) Voted in favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	15	3852	.01
Electronic(E – voting)	75	46145776	99.99
Total	90	46149628	

(ii) Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	1	140	Negligible
Electronic(E – voting)	3	36	Negligible
Total	4	176	

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	3	1011
Electronic(E – voting)	5	383110
Total	8	384121





**Resolution No.-4: Revision in the Remuneration of Mr. Yogesh Kumar Jain, Managing Director**

(i) Voted in favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	15	3852	.01
Electronic(E – voting)	75	46145776	99.99
Total	90	46149628	

(ii) Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	1	140	Negligible
Electronic(E – voting)	3	36	Negligible
Total	4	176	

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	3	1011
Electronic(E – voting)	5	383110
Total	8	384121







**Resolution No.-5: Revision in the Remuneration of Mr. Anil Kumar Rao, Whole Time Director**

(i) Voted in favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	15	3852	.01
Electronic(E – voting)	75	46145776	99.99
Total	90	46149628	

(ii) Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	1	140	Negligible
Electronic(E – voting)	3	36	Negligible
Total	4	176	

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	3	1011
Electronic(E – voting)	5	383110
Total	8	384121





Resolution No.-6: Sub Division of 1 Equity share of face value of Rs. 10/- Per share into 5 (Five) equity shares of Rs. 2/- Per Share

(i) Voted in favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	16	3992	.01
Electronic(E – voting)	76	46145296	99.99
Total	92	46149288	

(ii) Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	Nil	N.A.	N.A.
Electronic(E – voting)	2	516	Negligible
Total	2	516	

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	3	1011
Electronic(E – voting)	5	383110
Total	8	384121







**Resolution No.-7:** To amend the Capital Clause in the Memorandum of Association of the Company

(i) Voted in **favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	16	3992	.01
Electronic(E – voting)	76	46145296	99.99
Total	92	46149288	

(ii) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	Nil	N.A.	N.A.
Electronic(E – voting)	2	516	Negligible
Total	2	516	

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	3	1011
Electronic(E – voting)	5	383110
Total	8	384121





**Resolution No.-8: Special Incentive to Mr. Anil Kumar Rao, Whole Time Director**

(i) Voted in favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	15	3852	.01
Electronic(E – voting)	74	46124450	99.99
Total	89	46128302	

(ii) Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	1	140	Negligible
Electronic(E – voting)	3	36	Negligible
Total	4	176	

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	3	1011
Electronic(E – voting)	5	383110
Total	8	384121







Resolution No.-9: Change in utilization of IPO Proceeds as mentioned in the prospectus dated May 14<sup>th</sup> 2015.

(i) Voted in **favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	14	2852	.01
Electronic(E – voting)	70	45164548	99.99
Total	84	45167400	

(ii) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	1	140	Negligible
Electronic(E – voting)	1	1	Negligible
Total	2	141	

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	3	2011
Electronic(E – voting)	5	383110
Total	8	385121

