



# PNC Infratech Limited

An ISO : 9001-2008 Certified Company

Ref No: PNC/SE/33/17-18

Date: 29.09.2017

To,  
The Manager  
The Department of Corporate Services  
BSE Limited  
Floor 25, P.J. Towers,  
Dalal Street, Mumbai-400 001  
Scrip code:539150

To,  
The Manager  
The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai-400 051  
Scrip code: PNCINFRA

Dear Sir,

**Sub: Details regarding Voting Results of 18<sup>th</sup> AGM under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the voting results of the 18<sup>th</sup> (Seventeenth) Annual General Meeting (AGM) of the Company held on **Friday, September 29, 2017 at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065** are enclosed in the prescribed format along with Combined Scrutinizer's Report.

Please take note of the same.

Thanking you,  
For PNC Infratech Limited



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

Encl: as above



**Corporate Office :** PNC Tower,  
3/22-D, Civil Lines, Bypass Road,  
NH-2, Agra-282002

Tel. : 91-562-4054400 (30 Lines)  
91-562-4070000 (30 Lines)

Fax : 91-562-4070011

Email : ho@pncinfratech.com

**Regd. Office :** NBCC Plaza, Tower II,  
4th Floor, Pushp Vihar, Sector-V, Saket  
New Delhi-110017 (India)

Tel. : 91-11-29574800 (10 Lines)  
91-11-29566511, 64724122

Fax : +91-11-29563844

Email : delhioffice@pncinfratech.com  
Web : www.pncinfratech.com  
CIN : L45201DL1999PLC195937

**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><br>[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                                                 | 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  | 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 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           | 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.

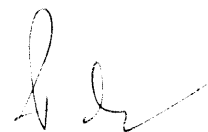
Thanking you,  
Yours Faithfully



**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**