



PNC Infratech Limited

An ISO : 9001-2008 Certified Company

Ref No: PNC/SE/36/16-17

Date: 29.07.2016

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,

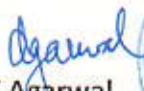
Sub: Intimation of Record Date

This is to inform you that in terms of Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Board of Directors of the Company had passed resolution on 29.07.2016, and fixed Tuesday, August 16, 2016 as the record date for the purpose of Sub-Division of Equity Share of the Company from one share of face value of Rs. 10/- per share into 5 Equity Share of Rs. 2/- per share

We hereby request you to take on record our above submission.

Thanking you,

For PNC Infratech Limited


D K Agarwal
Chief Financial Officer



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

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

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

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

Fax : 91-562-4070011

Fax : +91-11-29563844

Email : ho@pncinfratech.com

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



PNC Infratech Limited

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**CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED BY
THE SHAREHOLDERS OF PNC INFRA TECH LIMITED BY WAY OF
POSTAL BALLOT ON JULY 19, 2016**

**(1) SUB-DIVISION OF EQUITY SHARE FROM THE FACE VALUE OF
RS. 10/- PER SHARE TO RS. 2/- PER SHARE**

“RESOLVED THAT pursuant to provisions of Section 61 and 64 and other applicable provisions and rules, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and in accordance to the provisions of Memorandum of Association of the Company, and subject to such other approval(s), consent(s), permission(s) and other sanction(s), as may be necessary from the concerned statutory authority(ies), the consent of the members be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having face value of Rs 10/- (Rupees Ten) each fully paid-up share be sub-divided into 5(Five) equity shares of the Face Value of Rs. 2/- (Rupees Two) each with effect from the Record Date.

RESOLVED FURTHER THAT pursuant to the sub division of equity shares of the company, the authorized, issued, subscribed, and paid-up equity share capital of face value of Rs. 10/- each, shall stand sub-divided into 5 (Five) equity shares of the face value of Rs. 2/- (Rupees Two) each from the record date and shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up Equity Shares of Rs 10/- (Rupee Ten) each of the Company.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix the record date and to take such steps as may be considered necessary or expedient and to delegate all or any of its powers to any other committee as may deem appropriate in this regard.

RESOLVED FURTHER THAT Mr. Chakresh Kumar Jain, Managing Director, and/or Mr. Devendra Kumar Agarwal, Chief Financial Officer, and/or Mr. Binaya Kumar Dash Company Secretary of the Company be and are hereby jointly/severally authorized to do all such acts, deeds and things as may be considered necessary and expedient to give effect to this resolution, execution of all necessary documents with the stock exchanges and the depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the equity shares as aforesaid or for any matters connected herewith or incidental thereto.”



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(2) APPROVAL TO AMEND THE CAPITAL CLAUSE IN THE
MEMORANDUM OF ASSOCIATION OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and the rules framed thereunder, the consent of the members be and is hereby accorded for substituting Clause V of the Memorandum of Association with the following clause:

Clause V: The Authorized Share Capital of the Company is Rs. 550000000/- (Rupees Fifty Five Crores) divided into 275000000 (Twenty Seven Crore Fifty Lakhs) Equity Shares of Rs. 2 (Rupees Two) each.

RESOLVED FURTHER THAT Mr. Chakresh Kumar Jain, Managing Director, and/or Mr. Devendra Kumar Agarwal, Chief Financial Officer, and/or Mr. Binaya Kumar Dash Company Secretary of the Company be and are hereby jointly/severally authorized to do all such acts, deeds and things as may be considered necessary and expedient to give effect to this resolution."

FOR PNC INFRATECH LIMITED



Name: Chakresh Kumar Jain
Designation: Managing Director
DIN: 00086768
Address: D-53, Kamla Nagar, Agra-5





EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1 & 2

The members may be aware that the operations of the Company have grown significantly during the years, which has generated considerable interest in the company's equity shares in the market. This coupled with general positive economic environment the market price of Company shares have also increased significantly. In order to improve the liquidity of the Company's Share in stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on May 27, 2016 considered it desirable to recommend subdivision to its Equity Shares of Rs. 10 each into 5 (five) equity share of Rs. 2/- each, subject to approval of shareholders and such other authorities as may be necessary. The proposed split of the face value of the equity shares of the company of Rs. 10 each into denomination of Rs. 2 each fully paid up requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in item no. 7 in the accompanying notice for reflecting the corresponding changes in the Authorised Share capital of the Company.

The draft of the revised Memorandum of Association reflecting the said changes is available for inspection by the members at the Registered Office of the Company during office hours on all working days except Saturday and Sunday, between 11:00 a.m. and 3:00 p.m. upto the date of declaration of Postal Ballot Results.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 6 and 7 of accompanying notice for the approval by the Members.

None of the Directors and Key Managerial Personnel, or their relatives is interested and concerned in the above resolution except to the extent of their shareholding in the Company, if any.

FOR PNC INFRA TECH LIMITED


Name: **Chakresh Kumar Jain**
Designation: **Managing Director**
DIN: **00086768**

Address: **D-53, Kamla Nagar, Agra-5**

