Ref No: PNC/SE/69/16-17

Date: 19.12.2016

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: Submission of Notice of Postal Ballot pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015

In continuation to our letter dated December 7, 2016 and Pursuant to Regulation 30 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, enclosed please find the Postal Ballot Notice dated December 7, 2016 together with the Postal Ballot Form, for seeking approval of the members through Postal Ballot (including voting through electronic means) in respect of resolutions as set out in the Postal Ballot Notice. The cut-off date has been taken as December 9, 2016.

This is for your kind information and record.

Thanking you,

For PNC Infratech Limited

Devendra Kumar Agarwal
Chief Financial Officer

PNC INFRATECH LTD. NEW DELHI

Encl: as above

PNC Infratech Limited
Registered office : NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110 017
Corporate Office: PNC Tower, 3/22-D, Civil Lines, Bypass Road, NH-2, Agra -282002
(CIN –L45201DL1999PLC195937)
Email id: complianceofficer@pncinfratech.com; Website: www.pncinfratech.com
Tel.: +91-562-4054400, Fax: 91-562-4070011

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations that the resolutions appended are proposed to be passed by way of E-Voting/postal ballot.

The explanatory statement pertaining to the resolutions setting out the material facts and reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Deepak Gupta, Practicing Company Secretary, (Membership Number-5339) as the Scrutinizer for conducting the postal ballot including e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed Postage-Prepaid self-addressed Envelope. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Postage-Prepaid self-addressed Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 P.M. (17:00 Hours IST) on Wednesday, 18th day of January, 2017 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman/Managing Director of the Company on or before Friday, 20th January, 2017. The result of postal ballot (including e-voting) shall be declared on Friday, 20th January, 2017 and shall be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.pncinfratech.com

RESOLUTIONS

Item No. 1

RECOMMEND TO ENHANCE THE BORROWING POWERS OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of the earlier Resolution passed at the Annual General Meeting of the Company held on September 11, 2014 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provision, if any, and the Rules framed there under (including any statutory modification or reenactment thereof, for the time being in force), and the Articles of Association of the Company, the consent, authority and approval of the shareholders be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board') of the Company, to borrow any sums of money at any time or from time to time as they may deem fit for the purpose of carrying on the business of the Company, so however, that the total amount of such borrowings outstanding at any given point of time shall not exceed Rs.4000 Crores (Rupees Four Thousand Crores only) notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from cash credit arrangements, discounting of bills and other temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board or Banking & Investment committee thereof be and is hereby authorized and empowered to arrange or settle the terms and conditions on which such monies are to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or Banking & Investment committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.**"**

Item No. 2

RECOMMEND TO ENHANCE THE POWER OF BOARD TO MORTGAGE, HYPOTHECATE, PLEDGE, CREATION OF CHARGE

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of the earlier Resolution passed at the Annual General Meeting of the Company held on September 11, 2014 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and all other applicable

provision, if any, and the Rules framed there under (including any statutory modification or reenactment thereof, for the time being in force), the Articles of Association of the Company, consent, authority and approval of the shareholders be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board') of the Company, to mortgage, hypothecate, pledge and/or create charge, security from time to time, in such form, manner and ranking and on such terms and at such time(s) as the Board may deem fit in the interest of the Company, on all or any of the moveable and/or immoveable, tangible and/ or intangible properties of the Company, present and/or future, wherever situated, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s) and their subsidiaries, bank(s), mutual fund(s), trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustee(s) for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and/or to the Lending Agencies under their respective Agreements/ Loan Agreements/Debenture Trust Deeds entered or to be entered into by the Company in respect of the said borrowings, upto the limits approved or as may be approved by the Members pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or Banking & Investment committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

By order of the Board of Directors
For PNC Infratech Limited

Date : 07.12.2016
Place: Agra

(Chakresh Kumar Jain)
Managing Director
DIN: 00086768

Corporate office:
PNC Tower, 3/22-D, Civil Lines,
Agra Delhi Bypass Road, NH- 2,
Agra 282 002, India

NOTES

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.

2. The Notice of the Postal Ballot along with the Postal Ballot Form with the self-addressed Pre-paid Envelope is enclosed for the use of the Member. The same will be sent to all the Members whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on Friday, December 09, 2016. The Members who have registered their e-mail IDs for receipt of documents in electronic mode will be sent by e-mail. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on Friday, December 09, 2016.

3. Members can also download the Postal Ballot Form from the link https://www.evotingindia.com or www.pncinfratech.com or seek duplicate Postal Ballot Form from M/s Link Intime (India) Private Limited, Registrar & Transfer Agents at 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase I, New Delhi-110028. Request can also be sent through an email to delhi@linkintime.co.in or complianceofficer@pncinfratech.com by mentioning their Folio/DP id and client id No.

4. The duly completed Ballots forms should reach the scrutinizer not later than 5:00 P.M. (17:00 Hours IST) on Wednesday, 18th day of January, 2017. Postal Ballot forms received after this date will be strictly treated as if the reply form the members have not been received.

5. The Company has appointed Mr. Deepak Gupta, Practicing Company Secretary (Membership Number-5339) as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.

6. The Scrutinizer will submit his report to the Chairman/Managing Director of the Company on or before Friday, 20th January, 2017. The results of the Postal Ballot shall be declared by the Chairman, or in his absence by the Managing Director, or any other person so authorised by the Chairman on or before Friday, 20th January, 2017 at the Corporate office of the Company at PNC Tower, 3/22-D, Civil Lines, Bypass Road, NH-2, Agra -282002, and the resolutions will be taken as passed effective on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.. The results of the Postal Ballot shall be hosted on website of the company (www.pncinfratech.com) and will also be informed to the Stock Exchanges.

7. Any query/grievance may please be addressed to Mr. Devendra Kumar Agarwal, Chief Financial Officer with respect to the voting by Postal Ballot including voting by electronic means at: Email id: complianceofficer@pncinfratech.com or Tel.: 0562-4054400 or Facsimile: 0562-4070011.

8. All the material documents referred to in the explanatory statement will be available for inspection 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.

9. Members are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising their vote.

   In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice

IMPORTANT COMMUNICATION TO MEMBERS

The instructions for shareholders voting electronically are as under:

(I) The voting period begins at 9:30 A.M on Tuesday, 20th December, 2016 and ends at 05:00 P.M on Wednesday, January 18th, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

ITEM NO. 1

The members of the Company at the 15th Annual General Meeting held on September 11, 2014 had authorized the Board of Directors to borrow over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores only).

The members may be aware that the operations of the Company have grown significantly during the years, and the company may require funds in future. Therefore, a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 1 of the Notice, is placed before the members to authorize the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to enhance borrowing limit money upto Rs. 4000 Crores (Rupees Four Thousand Crores only) in excess of the aggregate of the paid up share capital and free reserves of the Company. The Board recommends the resolution for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 2

The members of the Company at the 15th Annual General Meeting held on September 11, 2014 had authorized the Board of Directors to hypothecate, mortgage, create charge or otherwise encumber the Company's immovable and movable properties from time to time under the borrowing limits.

The members may be aware that the operations of the Company have grown significantly during the years, and the company may require funds in future. Therefore, a Special Resolution under Section 180(1) (a) and other applicable provisions of the Companies Act, 2013, as set out at Item No.2 of the Notice, placed before the members, authorizing the Board of Directors to hypothecate, mortgage, charge or otherwise encumber the immovable and movable properties of the Company for securing loans etc. to be availed from time to time in one or more tranches for the purpose to borrow funds upto a limit of Rs. 4000 (Four Thousands) Crores. The Board recommends the resolution for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors
For PNC Infratech Limited

(Chakresh Kumar Jain)
Managing Director
DIN:00086768

Date : 07.12.2016
Place: Agra

Corporate office:
PNC Tower, 3/22-D, Civil Lines,
Agra Delhi Bypass Road, NH- 2,
Agra 282 002, India

PNC Infratech Limited

Registered office: NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110 017
Corporate Office: PNC Tower, 3/22-D, Civil Lines, Bypass Road, NH-2, Agra -282002
(CIN –L45201DL1999PLC195937)
Email id: complianceofficer@pncinfratech.com; Website: www.pncinfratech.com
Tel.: +91-562-4054400, Fax: 91-562-4070011

POSTAL BALLOT FORM

Sr. No.

1	Name & Registered address of the Sole/ First named Member	
2	Name(s) Joint holders, (if any)	
3	Registered Folio No./ DPID No./ Client ID No.	
4	Number of Equity Share(s) held	

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the businesses stated in Notice dated December 7, 2016 by sending my/our assent or dissent to the said Resolutions by placing the tick mark(√) in the appropriate box below:

Sl. No.	Item	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution to enhance Borrowing Powers of the Company			
2	Special Resolution to enhance power of Board to Mortgage, Hypothecate, Pledge, Creation Of Charge			

Place:

Date:

(Signature of Member)

Electronic Voting Particulars

EVSN (E Voting Sequence Number)	USER ID	Sequence Number*
161214007		

Note: ***Please read the instructions printed overleaf carefully before filling this Form and for e-voting Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.***

**** Applicable to those members who have not updated their PAN with the Company / Depository Participant.***

PLEASE READ THE INSTRUCTIONS CAREFULLY

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the enclosed Postage-Prepaid self-addressed Envelope. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Member will also be accepted.

2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.

3. The votes should be cast either in favour or against the resolution (s) by putting the tick (√) mark in the column provided for assent or dissent. Postal ballot form containing bearing (√) in both the column will render the form invalid. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on Wednesday, January 18, 2017. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received

4. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).

5. In case of shares held by companies, trusts, societies, institutional shareholders etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with the signatures of authorized signatory (ies) duly attested Letter.

6. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. 5.00 p.m. on Wednesday, January 18, 2017.

7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. Friday, December 09, 2016.

8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed Postage-Prepaid self-addressed Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

9. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

10. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

11. The e-voting facility will be available from Tuesday, December 20, 2016 (09:30 A.M., IST) to Wednesday, January 18, 2017 (05:00 P.M., IST).

12. The result of the Postal Ballot will be displayed on the website of the Company: www.pncinfratech.com and also published in the newspaper(s) for the information of the Members.