



PNC Infratech Limited

An ISO 9001 : 2015 Certified Company

Ref No: PNC/SE/51/20-21

Date: 30.09.2020

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: Proceedings of 21st (Twenty-first) Annual General Meeting

We hereby inform that the 21st (Twenty-first) Annual General Meeting (AGM) of the Company has been duly convened and held on Wednesday, September 30, 2020 at 12:00 P.M. through Video Conferencing ("VC")/other Audio-Visual Means ("OAVM") for which the deemed venue of the meeting shall be the registered office of the Company i.e. NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector 5, New Delhi- 110017.

In this regard, please find enclosed the summary of proceedings of the 21st AGM of the Company held on **September 30, 2020**, pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The same is for information and records.

Thanking you,
For PNC Infratech Limited

Tapan Jain

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



Encl: as above



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**List of the proceedings of the 21st (Twenty-First) Annual General Meeting (AGM) of
'PNC Infratech Limited' held on September 30, 2020**

In compliance with the applicable provisions of the Companies Act, 2013, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), SEBI (Listing Obligations and Disclosure Requirements) ("SEBI Listing Regulations") and pursuant to the Regulation 30 read with Para A of Schedule III of SEBI Listing Regulations, it is hereby informed that the 21st (Twenty-First) Annual General Meeting (AGM) of the Company has been duly convened and held on Wednesday, September 30, 2020 at 12:00 P.M (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

The Company Secretary welcomed the Members to the 21st Annual General Meeting. The requisite quorum being present, the Chairman of the meeting called the meeting to order. He introduced the Chairman, Directors, Chief Financial Officer, Attendee, Statutory Auditor and Secretarial Auditor and Chairman of the mandatory Committees of the Company. All the Directors of the Company have attended the meeting.

The Company Secretary informed that the documents which are statutorily required to be kept open were available electronically for inspection by the members during the AGM. Further, the Annual Report, the notice of the AGM, the Audited Financial Statements (including consolidated financial statement) for the year ended March 31, 2020 and Board's and Auditor's Reports were taken as read as the same were already circulated to the members. He further informed that there was no qualification, reservation or adverse remark in the Auditors' Report on the Financial Statements and the report of Secretarial Auditor of the Company.

Since the meeting was conducted through virtual means, the option of appointing proxy was not allowed as per the Circular of the Ministry of Corporate Affairs. Only the Shareholders could attend the meeting. However, authorized representatives of Corporate Shareholders who have submitted the authorization resolution could attend and vote at the meeting.

The Company Secretary thereafter requested to Mr. Pradeep Kumar Jain, Chairman and Managing Director of the Company for addressing shareholders of the meeting. The Chairman then delivered his speech and gave an overview of business performance; financials performance for the year ended 2020 and expressed his outlook about business in the time of crisis. He ended up his speech by expressing his gratitude to the members, the board, the auditors, and the management team. The Chairman then requested Company Secretary to initiate the transactions as per the Notice of AGM of the Company.

The following items of business, as per the Notice of AGM dated 27th August, 2020, were transacted at the meeting by the Company Secretary of the Company:

Ordinary Business		
1.	Detail of the Agenda:	Receive, consider and adopt: a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, along with the report of the Board of Directors and Auditors thereon. b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, along with the report of the Auditors thereon.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Remote E-Voting and E-Voting during the AGM.
2.	Detail of the Agenda:	Confirm interim dividend as final dividend for the financial year 2019-20.



	Resolution Required:	Ordinary Resolution
	Mode of voting:	Remote E-Voting and E-Voting during the AGM.
3.	Detail of the Agenda:	Appoint a Director in place of Mr. Anil Kumar Rao, Whole-Time Director, (DIN: 01224525), who retires by rotation and being eligible, offers himself for re-appointment.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Remote E-Voting and E-Voting during the AGM.
Special Business		
4.	Detail of the Agenda:	Ratification of Remuneration payable to M/S. R K G & Associates, Cost Auditors of the Company.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Remote E-Voting and E-Voting during the AGM.
5.	Detail of the Agenda:	Special Incentive to Mr. Anil Kumar Rao (DIN: 01224525), Whole Time Director of the Company
	Resolution Required:	Special Resolution
	Mode of voting:	Remote E-Voting and E-Voting during the AGM.

The Company Secretary thereafter informed the members that pursuant to the provisions of the Companies Act, 2013, the rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the remote e-voting facility to the Members of the Company in respect of the Resolutions, to be passed at the Meeting. The remote e-voting had commenced at 9.00 a.m. on Sunday, 27 September, 2020 and ended at 5.00 p.m. on Tuesday, 29 September, 2020. He further informed members that the facility for voting through e-voting system was made available during the meeting for the members who had not cast their vote prior to the meeting and will close after 15 minutes from the conclusion of the AGM.

Further, the Company Secretary invited registered Speaker and Members to express their own views, give suggestions and make enquiries on the operations and financial performance of the company and any other related matters. One speaker shareholder, who had sent his request to the Company to participate as "speaker shareholder" in the meeting, was announced but the said shareholder had not attended the meeting and no other suggestions and enquiries has been raised.

The Company Secretary further informed that Mr. Deepak Gupta, Partner of DR Associates, Practicing Company Secretary, (FCS No. 5339, CP No. 4629) had been appointed as Scrutinizer for the meeting. He also informed that the combined results of the remote e-voting and e-voting during the AGM will be announced and displayed on the website of the Company and will also be submitted to the Stock Exchanges within 48 hours of conclusion of the meeting.

The Company Secretary then thanked the members for their continued support and for attending and participating in the meeting and declared the meeting as concluded at 12:40 P.M.

Thanking you,
For PNC Infratech Limited

Tapan Jain

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

