



# PNC Infratech Limited

An ISO 9001 : 2015 Certified Company

Ref No: PNC/SE/68/23-24

Date: 30.09.2023

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

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

Dear Sir,

**Sub: Details regarding Voting Results of 24<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 24<sup>th</sup> (Twenty-Fourth) Annual General Meeting (AGM) of the Company held on **Friday, September 29, 2023 through Video Conferencing ("VC")/other Audio-Visual Means ("OAVM")** 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 24<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, 2023 |
| <b>Total number of shareholders on record date</b><br>[i.e. September 22, 2023 – cut off date for remote e-voting and voting by ballot form at the venue of the AGM] | 78193              |
| <b>No. of Shareholders present in the meeting either in person or through proxy</b>  |                    |
| <b>Promoters and Promoter Group</b>  | 0                  |
| <b>Public</b>  | 0                  |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b>   |                    |
| Promoters and Promoter Group:  | 14                 |
| Public:  | 42                 |

**Agenda wise disclosure**

The mode of voting for all resolutions was through “remote e-voting” which conducted between Tuesday, 26<sup>th</sup> September 2023 from 9:00 A.M. IST and ended on Thursday, 28<sup>th</sup> September 2023 up to 5:00 P.M. IST and through “e-voting” conducted during the AGM of the Company.

**Resolution No.1:**

| <b>Resolution Required : (Ordinary)</b>   |                |                    | <b>1.To receive, consider and adopt –</b><br><br>a)The audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, alongwith the report of the Board of Directors and Auditors thereon;<br><br>b)The audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, alongwith the report of the Auditors thereon. |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| <b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b> |                |                    | 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  | 100.0000                                | 143841000                | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>143841000</b>   | <b>100.0000</b>                         | <b>143841000</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 100137265          | 90351358   | 90.2275                                 | 90351358                 | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |

|                         |               |                  |                  |                |                  |            |                 |               |
|-------------------------|---------------|------------------|------------------|----------------|------------------|------------|-----------------|---------------|
|                         | <b>Total</b>  |                  | <b>90351358</b>  | <b>90.2275</b> | <b>90351358</b>  | <b>0</b>   | <b>100.0000</b> | <b>0.0000</b> |
| Public Non Institutions | E-Voting      | 12560900         | 128987           | 1.0269         | 128470           | 517        | 99.5992         | 0.4008        |
|                         | Poll          |                  | 1377             | 0.0110         | 1377             | 0          | 100.0000        | 0.0000        |
|                         | Postal Ballot |                  | 0                | 0.0000         | 0                | 0          | 0.0000          | 0.0000        |
|                         | <b>Total</b>  |                  | <b>130364</b>    | <b>1.0379</b>  | <b>129847</b>    | <b>517</b> | <b>99.6034</b>  | <b>0.3966</b> |
| <b>Total</b>            |               | <b>256539165</b> | <b>234322722</b> | <b>91.3399</b> | <b>234322205</b> | <b>517</b> | <b>99.9998</b>  | <b>0.0002</b> |

Note: One shareholder holding 100697 equity shares have recorded their abstain.

**Resolution No.2:**

| <b>Resolution Required : (Ordinary)</b>  |                |                    | <b>2 - To declare dividend on equity shares for the financial year ended March 31, 2023.</b> |   |                          |                        |                                      |                                    |
|--|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b> |                |                    | <b>NO</b>  |   |                          |                        |                                      |                                    |
| 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  | 100.0000                                | 143841000                | 0                      | 100.0000                             | 0.0000                             |
|  | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | <b>Total</b>   |                    | <b>143841000</b>   | <b>100.0000</b>                         | <b>143841000</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions  | E-Voting       | 100137265          | 90452055   | 90.3281                                 | 90452055                 | 0                      | 100.0000                             | 0.0000                             |
|  | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | <b>Total</b>   |                    | <b>90452055</b>  | <b>90.3281</b>                          | <b>90452055</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions  | E-Voting       | 12560900           | 128987   | 1.0269                                  | 128340                   | 647                    | 99.4984                              | 0.5016                             |
|  | Poll           |                    | 1377   | 0.0110                                  | 1377                     | 0                      | 100.0000                             | 0.0000                             |
|  | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | <b>Total</b>   |                    | <b>130364</b>  | <b>1.0379</b>                           | <b>129717</b>            | <b>647</b>             | <b>99.5037</b>                       | <b>0.4963</b>                      |
| <b>Total</b>   |                | <b>256539165</b>   | <b>234423419</b>   | <b>91.3792</b>                          | <b>234422772</b>         | <b>647</b>             | <b>99.9997</b>                       | <b>0.0003</b>                      |

**Resolution No. 3:**

| Resolution Required : (Ordinary)  |                |                    | 3 - To appoint a Director in place of Mr. Chakresh Kumar Jain, Managing Director.(DIN:00086768),who retires by rotation and being eligible, offers himself for re-appointment. |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/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]  | $[3]=\frac{[2]}{[1]}*100$               | [4]                      | [5]                    | $[6]=\frac{[4]}{[2]}*100$            | $[7]=\frac{[5]}{[2]}*100$          |
| Promoter and Promoter Group   | E-Voting       | 143841000          | 143841000  | 100.0000                                | 143841000                | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>143841000</b>   | <b>100.0000</b>                         | <b>143841000</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 100137265          | 90452055   | 90.3281                                 | 79533101                 | 10918954               | 87.9285                              | 12.0715                            |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>90452055</b>  | <b>90.3281</b>                          | <b>79533101</b>          | <b>10918954</b>        | <b>87.9285</b>                       | <b>12.0715</b>                     |
| Public Non Institutions   | E-Voting       | 12560900           | 122993   | 0.9792                                  | 122327                   | 666                    | 99.4585                              | 0.5415                             |
|   | Poll           |                    | 1377   | 0.0110                                  | 1377                     | 0                      | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>124370</b>  | <b>0.9901</b>                           | <b>123704</b>            | <b>666</b>             | <b>99.4645</b>                       | <b>0.5355</b>                      |
| <b>Total</b>  |                | <b>256539165</b>   | <b>234417425</b>   | <b>91.3769</b>                          | <b>223497805</b>         | <b>10919620</b>        | <b>95.3418</b>                       | <b>4.6582</b>                      |

Note: Five shareholder holding 5994 equity shares have recorded their abstain.

**Resolution No 4:**

| Resolution Required : (Ordinary)  |                |                    | 4 - To appoint a Director in place of Mr. Talluri Raghupati Rao, Whole Time Director, (DIN:01207205) who retires by rotation and being eligible, offers himself for re-appointment. |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/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]   | $[3]=\frac{[2]}{[1]}$                   | [4]                      | [5]                    | $[6]=\frac{[4]}{[2]}$                | $[7]=\frac{[5]}{[2]}$              |

|                             |               |                  |                  | *100            |                  |                 | *100            | *100           |
|-----------------------------|---------------|------------------|------------------|-----------------|------------------|-----------------|-----------------|----------------|
| Promoter and Promoter Group | E-Voting      | 143841000        | 143841000        | 100.0000        | 143841000        | 0               | 100.0000        | 0.0000         |
|                             | Poll          |                  | 0                | 0.0000          | 0                | 0               | 0.0000          | 0.0000         |
|                             | Postal Ballot |                  | 0                | 0.0000          | 0                | 0               | 0.0000          | 0.0000         |
|                             | <b>Total</b>  |                  | <b>143841000</b> | <b>100.0000</b> | <b>143841000</b> | <b>0</b>        | <b>100.0000</b> | <b>0.0000</b>  |
| Public Institutions         | E-Voting      | 100137265        | 90452055         | 90.3281         | 79074852         | 11377203        | 87.4218         | 12.5782        |
|                             | Poll          |                  | 0                | 0.0000          | 0                | 0               | 0.0000          | 0.0000         |
|                             | Postal Ballot |                  | 0                | 0.0000          | 0                | 0               | 0.0000          | 0.0000         |
|                             | <b>Total</b>  |                  | <b>90452055</b>  | <b>90.3281</b>  | <b>79074852</b>  | <b>11377203</b> | <b>87.4218</b>  | <b>12.5782</b> |
| Public Non Institutions     | E-Voting      | 12560900         | 122993           | 0.9792          | 122327           | 666             | 99.4585         | 0.5415         |
|                             | Poll          |                  | 1377             | 0.0110          | 1377             | 0               | 100.0000        | 0.0000         |
|                             | Postal Ballot |                  | 0                | 0.0000          | 0                | 0               | 0.0000          | 0.0000         |
|                             | <b>Total</b>  |                  | <b>124370</b>    | <b>0.9901</b>   | <b>123704</b>    | <b>666</b>      | <b>99.4645</b>  | <b>0.5355</b>  |
| <b>Total</b>                |               | <b>256539165</b> | <b>234417425</b> | <b>91.3769</b>  | <b>223039556</b> | <b>11377869</b> | <b>95.1463</b>  | <b>4.8537</b>  |

Note: Five shareholder holding 5994 equity shares have recorded their abstain.

**Resolution No.5:**

| Resolution Required : (Ordinary)  |                | 5 - Ratification of remuneration payable to M/S. Rohit Bansal & Associates, Cost Accountant, Cost Auditor of the Company |                     |   |                          |                        |                                      |                                    |
|---|----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/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           | 100.0000                                | 143841000                | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>143841000</b>    | <b>100.0000</b>                         | <b>143841000</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 100137265  | 90452055            | 90.3281                                 | 90452055                 | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>90452055</b>     | <b>90.3281</b>                          | <b>90452055</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 12560900   | 122993              | 0.9792                                  | 122473                   | 520                    | 99.5772                              | 0.4228                             |
|   | Poll           |  | 1377                | 0.0110                                  | 1377                     | 0                      | 100.0000                             | 0.0000                             |

|              |               |                  |                  |                |                  |            |                |               |
|--------------|---------------|------------------|------------------|----------------|------------------|------------|----------------|---------------|
|              | Postal Ballot |                  | 0                | 0.0000         | 0                | 0          | 0.0000         | 0.0000        |
|              | <b>Total</b>  |                  | <b>124370</b>    | <b>0.9901</b>  | <b>123850</b>    | <b>520</b> | <b>99.5819</b> | <b>0.4181</b> |
| <b>Total</b> |               | <b>256539165</b> | <b>234417425</b> | <b>91.3769</b> | <b>234416905</b> | <b>520</b> | <b>99.9998</b> | <b>0.0002</b> |

Note: Five shareholder holding 5994 equity shares have recorded their abstain.

**Resolution No.6:**

| Resolution Required : (Special)   |                | 6 - Re-appointment of Whole Time Director- Mr. TalluriRaghupati Rao (Din-01207205) |                     |   |                          |                        |                                      |                                    |
|---|----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/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                  |
| Promoter and Promoter Group   | E-Voting       | 143841000  | 143841000           | 100.0000                                | 143841000                | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>143841000</b>    | <b>100.0000</b>                         | <b>143841000</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 100137265  | 90452055            | 90.3281                                 | 79093388                 | 11358                  | 87.4423                              | 12.5577                            |
|   | Poll           |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>90452055</b>     | <b>90.3281</b>                          | <b>79093388</b>          | <b>11358</b>           | <b>87.4423</b>                       | <b>12.5577</b>                     |
| Public Non Institutions   | E-Voting       | 12560900   | 107993              | 0.8598                                  | 107326                   | 667                    | 99.3824                              | 0.6176                             |
|   | Poll           |  | 1377                | 0.0110                                  | 1377                     | 0                      | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>109370</b>       | <b>0.8707</b>                           | <b>108703</b>            | <b>667</b>             | <b>99.3901</b>                       | <b>0.6099</b>                      |
| <b>Total</b>  |                | <b>256539165</b>   | <b>234402425</b>    | <b>91.3710</b>                          | <b>223043091</b>         | <b>334</b>             | <b>95.1539</b>                       | <b>4.8461</b>                      |

Note: Five shareholder holding 5994 equity shares have recorded their abstain.

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Institutions         | 0            |
| Public - Non Institutions   | 15000        |

**Resolution No.7:**

| Resolution Required : (Special)   |                |                    | 7 - Re-appointment of Mr. Gauri Shankar (Din: 06764026) As An Independent Director For A Second Term Of Five Consecutive Years |   |                           |                        |                                      |                                    |
|---|----------------|--------------------|--|---|---------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/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]                                     | $[3]=\frac{[2]}{[1]}*100$ | [4]                    | [5]                                  | $[6]=\frac{[4]}{[2]}*100$          |
| Promoter and Promoter Group   | E-Voting       | 143841000          | 143841000  | 100.0000                                | 143841000                 | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>143841000</b>   | <b>100.0000</b>                         | <b>143841000</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 100137265          | 90452055   | 90.3281                                 | 79634721                  | 10817<br>334           | 88.0408                              | 11.9592                            |
|   | Poll           |                    | 0  | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>90452055</b>  | <b>90.3281</b>                          | <b>79634721</b>           | <b>10817<br/>334</b>   | <b>88.0408</b>                       | <b>11.9592</b>                     |
| Public Non Institutions   | E-Voting       | 12560900           | 122993   | 0.9792                                  | 122327                    | 666                    | 99.4585                              | 0.5415                             |
|   | Poll           |                    | 1377   | 0.0110                                  | 1377                      | 0                      | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>124370</b>  | <b>0.9901</b>                           | <b>123704</b>             | <b>666</b>             | <b>99.4645</b>                       | <b>0.5355</b>                      |
| <b>Total</b>  |                | <b>256539165</b>   | <b>234417425</b>   | <b>91.3769</b>                          | <b>223599425</b>          | <b>10818<br/>000</b>   | <b>95.3852</b>                       | <b>4.6148</b>                      |

Note: Five shareholder holding 5994 equity shares have recorded their abstain.

**Resolution No.8:**

| Resolution Required : (Special)   |                |                    | 8 - Re-Appointment Of Mr. Krishan Kumar Jalan (Din: 01767702) As An Independent Director For A Second Term Of Five Consecutive Years |   |                           |                        |                                      |                                    |
|---|----------------|--------------------|--|---|---------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/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]                                     | $[3]=\frac{[2]}{[1]}*100$ | [4]                    | [5]                                  | $[6]=\frac{[4]}{[2]}*100$          |

|                             |               | [1]              | [2]              | $[3]=\frac{[2]}{[1]} \times 100$ | [4]              | [5]        | $[6]=\frac{[4]}{[2]} \times 100$ | $[7]=\frac{[5]}{[2]} \times 100$ |
|-----------------------------|---------------|------------------|------------------|----------------------------------|------------------|------------|----------------------------------|----------------------------------|
| Promoter and Promoter Group | E-Voting      | 143841000        | 143841000        | 100.0000                         | 143841000        | 0          | 100.0000                         | 0.0000                           |
|                             | Poll          |                  | 0                | 0.0000                           | 0                | 0          | 0.0000                           | 0.0000                           |
|                             | Postal Ballot |                  | 0                | 0.0000                           | 0                | 0          | 0.0000                           | 0.0000                           |
|                             | <b>Total</b>  |                  | <b>143841000</b> | <b>100.0000</b>                  | <b>143841000</b> | <b>0</b>   | <b>100.0000</b>                  | <b>0.0000</b>                    |
| Public Institutions         | E-Voting      | 100137265        | 90452055         | 90.3281                          | 90452055         | 0          | 100.0000                         | 0.0000                           |
|                             | Poll          |                  | 0                | 0.0000                           | 0                | 0          | 0.0000                           | 0.0000                           |
|                             | Postal Ballot |                  | 0                | 0.0000                           | 0                | 0          | 0.0000                           | 0.0000                           |
|                             | <b>Total</b>  |                  | <b>90452055</b>  | <b>90.3281</b>                   | <b>90452055</b>  | <b>0</b>   | <b>100.0000</b>                  | <b>0.0000</b>                    |
| Public Non Institutions     | E-Voting      | 12560900         | 122991           | 0.9792                           | 122324           | 667        | 99.4577                          | 0.5423                           |
|                             | Poll          |                  | 1377             | 0.0110                           | 1377             | 0          | 100.0000                         | 0.0000                           |
|                             | Postal Ballot |                  | 0                | 0.0000                           | 0                | 0          | 0.0000                           | 0.0000                           |
|                             | <b>Total</b>  |                  | <b>124368</b>    | <b>0.9901</b>                    | <b>123701</b>    | <b>667</b> | <b>99.4637</b>                   | <b>0.5363</b>                    |
| <b>Total</b>                |               | <b>256539165</b> | <b>234417423</b> | <b>91.3769</b>                   | <b>234416756</b> | <b>667</b> | <b>99.9997</b>                   | <b>0.0003</b>                    |

**Note: Five shareholder holding 5994 equity shares have recorded their abstain.**

**Note:** All the resolutions have been passed by the Membersthrough “remote e-voting” and “e-voting” during the AGMwith requisite majority of the shareholders of the Company.

**Thanking you,  
For PNC Infratech Limited**

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





The Chairman  
PNC INFRATECH LIMITED  
NBCC Plaza, Tower II, 4<sup>th</sup>Floor,  
Pushp Vihar, Sector 5, Saket  
New Delhi-110017

**Reg.: Scrutinizers Report on voting for 24<sup>th</sup> Annual General Meeting of the Company duly held on September 29, 2023**

I, Deepak Gupta partner of DR Associates, Practising Company Secretaries had been appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 24<sup>th</sup> Annual General Meeting of the Shareholders of PNC Infratech Limited held on Friday, 29<sup>th</sup> September, 2023 at 01:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

**Remote e-voting process**

- **Agency**

The Company has appointed **Link Intime India Private Limited, Registrar and Transfer Agent ("LI IPL")** as the agency for providing the platform for remote e-voting and e-voting during the AGM.

- **Remote e-voting period**

Remote e-voting platform was open from **09:00 A.M., Tuesday, 26<sup>th</sup> September, 2023 till 05:00 P.M., Thursday, 28<sup>th</sup> September, 2023** and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by LI IPL.

The Members of the Company as on the "cut off" date i.e. **Friday, September 22, 2023** were entitled to avail the facility of remote e-voting or e-voting during AGM on the proposed resolution(s) as set out in the Notice.

**Voting at the AGM**

- The Company had also provided e-voting facility to the Shareholders present at the AGM through VC and who had not casted their vote earlier through remote e-voting



**DR ASSOCIATES**  
Company Secretaries



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Rajendra Place,  
New Delhi – 110 008  
Tel:- 91-11- 45063990  
E-mail: [deepak@drassociates.org](mailto:deepak@drassociates.org)  
Website: [www.drassociates.org](http://www.drassociates.org)

- On completion of e-voting during the AGM, I unblocked and downloaded the results of remote e-voting and e-voting by members at the AGM in presence of following two witnesses (non-employees of Company) around 01:06 P.M. on 29<sup>th</sup> September, 2022.

*Aman Pal*

(Aman Pal)  
51/1, D.NB. Gupta Road, Karol Bagh  
New Delhi- 110092

*Ankit Kumar*

(Ankit Kumar)  
RZk30, Kamal Park, Sagarpur  
New Delhi- 110045

- The consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 11<sup>th</sup> August, 2023 is enclosed herewith as **Annexure A**.

Dated: 30.09.2023  
Place: New Delhi



*(Signature)*

(Deepak Gupta)  
Scrutinizer  
Partner of DR Associates  
C.P. No. 4629

UDIN: F005339E001133477

Countersigned by:

Pradeep Kumar Jain  
Chairman of the meeting

**ANNEXURE- A**

**CONSOLIDATED RESULTS ON REMOTE E-VOTING AND E-VOTING AT THE 24<sup>th</sup> AGM OF PNC INFRATECH LIMITED HELD ON 29<sup>TH</sup> SEPTEMBER, 2023**

**Item No. 1 of the Notice:** To receive, consider and adopt:

- A) The audited Standalone Financial Statements of the Company for the year ended March 31, 2023 along with the report of Board of Directors and auditors thereon.
- B) The audited Consolidated Financial Statements of the Company for the year ended March 31, 2023 along with the report of the auditors thereon.

| Particulars  | Remote e-voting |                  | E-voting at the AGM |             | Total      |                  | Percentage (%) |
|--------------|-----------------|------------------|---------------------|-------------|------------|------------------|----------------|
|              | No.             | Votes            | Nos.                | Votes       | Nos.       | Votes            |                |
| Assent       | 292             | 234320828        | 3                   | 1377        | 295        | 234322205        | 100            |
| Dissent      | 6               | 517              | 0                   | 0           | 6          | 517              | Negligible     |
| Invalid      | 0               | 0                | 0                   | 0           | 0          | 0                | N.A.           |
| <b>Total</b> | <b>298</b>      | <b>234321345</b> | <b>3</b>            | <b>1377</b> | <b>301</b> | <b>234322722</b> | <b>100</b>     |

\*One shareholder holding 100,697 equity shares have recorded their abstain.

**Item No. 2 of the Notice:** To declare dividend on equity shares for the financial year ended March 31, 2023.

| Particulars  | Remote e-voting |                  | E-voting at the AGM |             | Total      |                  | Percentage (%) |
|--------------|-----------------|------------------|---------------------|-------------|------------|------------------|----------------|
|              | No.             | Votes            | Nos.                | Votes       | Nos.       | Votes            |                |
| Assent       | 292             | 234421395        | 3                   | 1377        | 295        | 234422772        | 100            |
| Dissent      | 7               | 647              | 0                   | 0           | 7          | 647              | Negligible     |
| Invalid      | 0               | 0                | 0                   | 0           | 0          | 0                | N.A.           |
| <b>Total</b> | <b>299</b>      | <b>234422042</b> | <b>3</b>            | <b>1377</b> | <b>301</b> | <b>234423419</b> | <b>100</b>     |





**Item No. 3 of the Notice:** To appoint a Director in place of Mr. Chakresh Kumar Jain, Managing Director (DIN:00086768), who retires by rotation and being eligible, offers himself for reappointment.

| Particulars  | Remote e-voting |                  | E-voting at the AGM |             | Total      |                  | Percent age (%) |
|--------------|-----------------|------------------|---------------------|-------------|------------|------------------|-----------------|
|              | No.             | Votes            | Nos.                | Votes       | Nos.       | Votes            |                 |
| Assent       | 246             | 223496428        | 3                   | 1377        | 249        | 223497805        | 95.34           |
| Dissent      | 48              | 10919620         | 0                   | 0           | 48         | 10919620         | 4.66            |
| Invalid      | 0               | 0                | 0                   | 0           | 0          | 0                | N.A.            |
| <b>Total</b> | <b>294</b>      | <b>234416048</b> | <b>3</b>            | <b>1377</b> | <b>297</b> | <b>234417425</b> | <b>100</b>      |

\*Five shareholder holding 5,994 equity shares have recorded their abstain.

**Item No. 4 of the Notice:** To appoint a Director in place of Mr. Talluri Raghupati Rao, Whole Time Director, (DIN:01207205) who retires by rotation and being eligible, offers himself for reappointment

| Particulars  | Remote e-voting |                  | E-voting at the AGM |             | Total      |                  | Percent age (%) |
|--------------|-----------------|------------------|---------------------|-------------|------------|------------------|-----------------|
|              | No.             | Votes            | No. s.              | Votes       | Nos.       | Votes            |                 |
| Assent       | 240             | 223038179        | 3                   | 1377        | 242        | 223039556        | 95.15           |
| Dissent      | 54              | 11377869         | 0                   | 0           | 54         | 11377869         | 04.85           |
| Invalid      | 0               | 0                | 0                   | 0           | 0          | 0                | N.A.            |
| <b>Total</b> | <b>294</b>      | <b>234416048</b> | <b>3</b>            | <b>1377</b> | <b>297</b> | <b>234417425</b> | <b>100</b>      |

\*Five shareholder holding 5,994 equity shares have recorded their abstain.





**Item No. 5 of the Notice:** Ratification of remuneration payable to M/S. Rohit Bansal & Associates, Cost Accountant, Cost Auditor of the Company.

| Particulars  | Remote e-voting |                  | E-voting at the AGM |             | Total      |                  | Percent age (%) |
|--------------|-----------------|------------------|---------------------|-------------|------------|------------------|-----------------|
|              | No.             | Votes            | Nos.                | Votes       | Nos.       | Votes            |                 |
| Assent       | 286             | 234415528        | 3                   | 1377        | 289        | 234416905        | 100             |
| Dissent      | 8               | 520              | 0                   | 0           | 8          | 520              | Negligible      |
| Invalid      | 0               | 0                | 0                   | 0           | 0          | 0                | N.A.            |
| <b>Total</b> | <b>294</b>      | <b>234416048</b> | <b>3</b>            | <b>1377</b> | <b>297</b> | <b>234417425</b> | <b>100</b>      |

\*Five shareholder holding 5,994 equity shares have recorded their abstain.

**Item No. 6 of the Notice:** Re-appointment of whole time director- Mr. Talluri Raghupati Rao (DIN-01207205).

| Particulars  | Remote e-voting |                  | E-voting at the AGM |             | Total      |                  | Percent age (%) |
|--------------|-----------------|------------------|---------------------|-------------|------------|------------------|-----------------|
|              | No.             | Votes            | Nos.                | Votes       | Nos.       | Votes            |                 |
| Assent       | 240             | 223041714        | 3                   | 1377        | 244        | 223043091        | 95.15           |
| Dissent      | 53              | 11359334         | 0                   | 0           | 53         | 11359334         | 04.85           |
| Invalid      | 1               | 15000            | 0                   | 0           | 1          | 15000            | N.A.            |
| <b>Total</b> | <b>294</b>      | <b>234416048</b> | <b>3</b>            | <b>1377</b> | <b>210</b> | <b>234417425</b> | <b>100</b>      |

\*Five shareholder holding 5,994 equity shares have recorded their abstain.





**Item No. 7 of the Notice** :Re-appointment of Mr. Gauri Shankar (DIN: 06764026) as an Independent Director for a second term of five consecutive years.

| Particulars  | Remote e-voting |                  | E-voting at the AGM |             | Total      |                  | Percentage (%) |
|--------------|-----------------|------------------|---------------------|-------------|------------|------------------|----------------|
|              | No.             | Votes            | Nos.                | Votes       | Nos.       | Votes            |                |
| Assent       | 258             | 223598048        | 3                   | 1377        | 261        | 223599425        | 95.39          |
| Dissent      | 36              | 10818000         | 0                   | 0           | 36         | 10818000         | 04.61          |
| Invalid      | 0               | 0                | 0                   | 0           | 0          | 0                | N.A.           |
| <b>Total</b> | <b>294</b>      | <b>234416048</b> | <b>3</b>            | <b>1377</b> | <b>297</b> | <b>234417425</b> | <b>100</b>     |

\*Five shareholder holding 5,994 equity shares have recorded their abstain.

**Item No. 8 of the Notice:** Re-appointment of Mr. Krishan Kumar Jalan (DIN: 01767702) as an Independent Director for a second term of five consecutive years.

| Particulars  | Remote e-voting |                  | E-voting at the AGM |             | Total      |                  | Percentage (%) |
|--------------|-----------------|------------------|---------------------|-------------|------------|------------------|----------------|
|              | No.             | Votes            | Nos.                | Votes       | Nos.       | Votes            |                |
| Assent       | 285             | 234415379        | 3                   | 1377        | 288        | 234416756        | 100            |
| Dissent      | 8               | 667              | 0                   | 0           | 8          | 667              | Negligible     |
| Invalid      | 0               | 0                | 0                   | 0           | 0          | 0                | N.A.           |
| <b>Total</b> | <b>293</b>      | <b>234416046</b> | <b>3</b>            | <b>1377</b> | <b>296</b> | <b>234417423</b> | <b>100</b>     |

\*Five shareholder holding 5,994 equity shares have recorded their abstain.



**DR ASSOCIATES**  
Company Secretaries



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Website: [www.drassociates.org](http://www.drassociates.org)

The above report is based on the information compiled from the voting results made available by **Link Intime India Private Limited, Registrar and Transfer Agent** as the agency for providing the platform for remote e-voting and e-voting during the AGM.

(Deepak Gupta)  
Scrutinizer  
Partner of DR Associates  
C.P. No. 4629

UDIN: F005339E001133477



Countersigned by:

Pradeep Kumar Jain  
Chairman of the meeting