



PNC Infratech Limited

An ISO 9001 : 2015 Certified Company

Ref No: PNC/SE/64/23-24

Date: 29.09.2023

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, BandraKurla Complex,
Bandra (East), Mumbai- 400 051
NSE Symbol: PNCINFRA

Dear Sir,

Sub: Proceedings of 24th (Twenty-Fourth) Annual General Meeting

We hereby inform that the 24th (Twenty-Fourth) Annual General Meeting (AGM) of the Company has been duly convened and held on Friday, September 29, 2023 at 01:00 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 24th AGM of the Company held on **September 29, 2023**, 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
Company Secretary & Compliance Officer
ICSI M. No.: A22603

Encl: as above



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**Summary of the Proceedings of 24th (Twenty-Fourth) Annual General Meeting (AGM) of
'PNC Infratech Limited' held on September 29, 2023**

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 24th (Twenty-Fourth) Annual General Meeting (AGM) of the Company has been duly convened and held on **Friday, September 29, 2023 at 01:00 P.M. (IST)** through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

The Company Secretary welcomed the Members to the 24th Annual General Meeting. The requisite quorum being present, the Chairman of the meeting called the meeting to order. The Company Secretary 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 financial year ended March 31, 2023 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 were no qualifications, 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 Shri 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 financial year ended 2023 and expressed his outlook about business. He ended up his speech by expressing his gratitude to our stakeholders, Board members, our dedicated employees and our partners. 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 11th August, 2023 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, 2023, 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, 2023, 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:	To declare dividend on equity shares for the financial year ended March 31, 2023.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Remote E-Voting and E-Voting during the AGM.

3.	Detail of the Agenda:	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.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Remote E-Voting and E-Voting during the AGM.
4.	Detail of the Agenda:	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.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Remote E-Voting and E-Voting during the AGM.
Special Business		
5.	Detail of the Agenda:	Ratification of remuneration payable to M/S. Rohit Bansal & Associates, Cost Accountant, Cost Auditor of the company .
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Remote E-Voting and E-Voting during the AGM.
6.	Detail of the Agenda:	Re-appointment of Whole Time Director- Mr. Talluri Raghupati Rao (DIN-01207205).
	Resolution Required:	Special Resolution
	Mode of voting:	Remote E-Voting and E-Voting during the AGM.
7.	Detail of the Agenda:	Re-appointment of Mr. Gauri Shankar (Din: 06764026) as an Independent Director for a second term of five consecutive years.
	Resolution Required:	Special Resolution
	Mode of voting:	Remote E-Voting and E-Voting during the AGM.
8.	Detail of the Agenda:	Re-appointment of Mr. Krishan Kumar Jalan (Din: 01767702) as an Independent Director for a second term of five consecutive years .
	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 Tuesday, September 26, 2023 and ended at 5.00 p.m. on Thursday, September 28, 2023. 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. Four members out of seven registered as speakers addressed the Meeting through VC / OAVM and gave their good wishes to the Company.

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 two working days of conclusion of the meeting.

The Chairman authorized the Company Secretary to declare the voting results, intimate the stock Exchanges and place the same on the website of the Company.

The Company Secretary further informed that the Result of the remote e-voting and e-voting during the AGM shall be disclosed to the Stock Exchange(s) and will be uploaded on the website of the Company and on the website of Link Intime India Private Limited (the agency providing e-voting facility) within 2 working days of the conclusion of the AGM.

The Company Secretary then thanked the members for their continued support and for attending and participating in the meeting and declared the meeting as closed.

The meeting concluded at 01:45 p.m. after being open for 15 minutes for e-voting.

**Thanking you,
For PNC Infratech Limited**

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