



Ref No: PNC/SE/18/21-22

Date: 25.06.2021

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

Sub: Outcome of the Board meeting held on June 25, 2021

Pursuant to Regulation 30 of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 (SEBI Listing Regulations 2015). we would like to inform you that the Board of Directors of the Company in their meeting held on **Friday, June 25, 2021, at 12:00 Noon and concluded at 01:45 P.M** *inter-alia* considered and approved and taken on record the following:-

1. The Audited Standalone and Consolidated Financial Results of the Company for the year ended March 31, 2021 along with audited Standalone and Consolidated Financial Results for the Quarter ended March 31, 2021 and auditor's report thereon;
2. Recommended a final dividend of 25% i.e. Rs.0.50/- (Fifty Paise) per equity shares at face value of Rs. 2/- each for the financial year ended 31st March, 2021, subject to the approval of the shareholders at the forthcoming Annual General Meeting;
3. Approved Annual Report of the Company for F.Y. 2020-21;
4. Based on the recommendation of the Audit Committee and subject to approval of shareholders, considered and approved the appointment of M/s NSBP & Co., Chartered Accountants, New Delhi as Statutory Auditors of the Company in place of retiring auditors M/s S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi, to hold office from the conclusion of 22nd Annual General Meeting till the conclusion of 27th Annual General Meeting to be held for the financial year 2025-26. The said appointment is pursuant to applicable provisions of the Companies Act 2013 and the SEBI Listing Regulations, 2015. A brief profile of the Audit Firm is attached as Annexure-A;
5. Based on the recommendation of the Nomination and Remuneration Committee, considered and approved the re-appointment of Mr. Pradeep Kumar Jain (DIN: 00086653), Mr. Chakresh Kumar Jain (DIN: 00086768) and Mr. Yogesh Kumar Jain (DIN:00086811) as Managing Directors and Mr. Anil Kumar Rao (DIN: 01224525) as Whole Time Directors for term of five years, subject to the approval of Shareholders in General Meeting, in terms of provisions of the Companies Act 2013 and the SEBI Listing Regulations, 2015



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

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Web. : www.pncinfratech.com
CIN : L45201DL1999PLC195937



Further, as per the requirements of the Circular No. List/Comp/14/2018-19 dated June, 20, 2018 issued by BSE on the subject of enforcement of SEBI Orders regarding appointment of Directors by listed companies we hereby affirm that the Directors getting re-appointed are not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.

The details required under Regulation 30 of the SEBI Listing Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is attached as Annexure-B; and

6. in pursuance of Regulation 8(2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board has amended the Code of Practices and Procedures for Fair Disclosure of unpublished price sensitive information, the copy of the amended aforesaid Code is attached as **Annexure C**

We request you to take the above information on record.

Thanking you,

For PNC Infratech Limited

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



Encl: a/a



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Annexure-A

Pursuant to Regulation 30 read with **SEBI CIR/CFD/CMD/4/2015 dt. 09.09.2015**, brief profile of Auditor is as follows:

Particulars	Details
1. Name of Auditor Firm	M/s NSBP & Co., Chartered Accountants (FRN: 001075N)
2. Reason for Change	M/s S.S. Kothari Mehta & Co., Chartered Accountants, will be retired in forthcoming AGM and completed his two tenure of five consecutive years
3. Date of Appointment	25.06.2021 to hold office from the conclusion of 22nd Annual General Meeting till the conclusion of 27 th Annual General Meeting to be held for the financial year 2025-26
4. Brief Profile	M/s NSBP & Co., Chartered Accountants (FRN: 001075N) is a professional services firm with more than 45 years of existence. The firm offers Accounting, Assurance and Consulting as its core business lines for domestic and global businesses of all sizes. The firm has engaged a panel of experts and offers end to end solutions for Company Law Matters, IFRS Convergence, Taxation and Transaction Advisory. We have consistently enhanced value for our clients by providing practical and innovative solutions tailored to client's specific needs. We have managed to achieve this by blending domain expertise with analytical rigor, while maintaining an uncompromising focus on quality, and by hiring and nurturing high quality professionals with a passion for excellence.
5. Disclosure of Relationship between Directors	The Auditors have no relationship with the any Directors of the Company



Annexure-B

Pursuant to SEBI CIR/CFD/CMD/4/2015 dt. 09.09.2015, brief profile of Managing and Whole Time Director(s) seeking approval for appointment are as follows:

Particulars	Mr. Pradeep Kumar Jain [DIN: 00086653] Chairman & Managing Director	Mr. Chakresh Kumar Jain [DIN: 00086768] Managing Director	Mr. Yogesh Kumar Jain [DIN: 00086811] Managing Director	Mr. Anil Kumar Rao [DIN: 01224525] Whole Time Director
1. Reason for Change in Board	The existing term of Managing Directors and Whole Time Director of the Company expires on September 30, 2021, and the Board has re appointed them for a further period of 5 years from October 01, 2021 to September 30, 2026 (both days inclusive).			
2. Date of Re-appointment and Term of Appointment	01.10.2021 5 Years Commencing from 22 nd AGM	01.10.2021 5 Years Commencing from 22 nd AGM	01.10.2021 5 Years Commencing from 22 nd AGM	01.10.2021 5 Years Commencing from 22 nd AGM
3. Brief Profile	Mr. Pradeep Kumar Jain holds a Bachelor's Degree in Arts and has over 43 years of experience in the infrastructure and allied sectors. Before founding PNC Infatech, Mr. Jain was engaged in the business of providing integrated construction services for infrastructure sector,	Mr. Chakresh Kumar Jain holds a Bachelor's Degree in Science and Law. His experience spans over 33 years with expertise in development of infrastructure projects across sectors including highways, expressway, bridges, flyovers, airports and power transmission lines among others,	Mr. Yogesh Kumar Jain holds a Bachelor's Degree in Civil Engineering and has over 28 years of professional experience in Business strategy, planning, investment, bidding, development, execution, operation and management of infrastructure	Mr. Anil Kumar Rao holds a Bachelor's Degree in Civil Engineering and a Master's Degree in Construction Technology and Management. He also hold a Degree in Law (LLB) He has over 34 years of experience in planning, engineering, implementation,



<p>through PNC Construction Company, a sole proprietorship firm at Agra. He has been on the Board of Directors since incorporation.</p> <p>His current responsibilities include overall control, monitoring, administration and management of Company's operations, guiding the Company's key managerial functionaries on the strategy development and policy formulations for the growth and sustainability. He also interacts with key government officials and top executives of the stakeholders including banks.</p>	<p>He has been on the Board of Directors since the Company's inception.</p> <p>His current responsibilities include overall administration and control of procurement process, mining & crushing operations, finance, fund management, accounts, human resource development and relationship management. He also oversees the operations of Company's BOT assets.</p>	<p>projects across sectors including highways, bridges, flyovers, airport runways, development of industrial areas, track construction for rail freight corridors and others. He has been on the Board of Directors since inception.</p> <p>His key expertise lies in business development, relationship management, contract administration and implementation management from concept to commissioning of projects.</p>	<p>contract administration and operation & maintenance of infrastructure projects in array of sectors, which include highways, bridges, airport pavements, rail track construction, heavy industrial structures and industrial area development among others across geographies and cultures. Prior to joining PNC Infatech in the year 1999, he had worked with Progressive Constructions, Gulfar Engineering & Contracting, Oman, IRCON International, Somdatt Builders in various senior positions.</p> <p>He is also a member of Indian Roads Congress and Institution of Engineers India. He has been a Director on our Board since November 17, 2000.</p> <p>His current responsibilities include overall monitoring and control of projects execution including the detailed engineering and contract</p>
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				administration. Mr. Anil Kumar Rao is not related to any of the directors of the Company.
4. Disclosure of Relationship between Directors	Mr. Chakresh Kumar Jain (Brother) Mr. Yogesh Kumar Jain (Brother)	Mr. Pradeep Kumar Jain (Brother) Mr. Yogesh Kumar Jain (Brother)	Mr. Pradeep Kumar Jain (Brother) Mr. Chakresh Kumar Jain (Brother)	
5. Shareholding in the company	Mr. Pradeep Kumar Jain holds 15349500 Equity Shares in the Company	Mr. Chakresh Kumar Jain holds 2514000 Equity Shares in the Company	Mr. Yogesh Kumar Jain holds 16794000 Equity Shares in the Company	Mr. Anil Kumar Rao holds 80500 Equity Shares in the Company



PNC INFRATECH LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information –

[As envisaged under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Corporate Disclosure Policy

This Code has been framed in pursuance to the regulation contained in sub-regulation (1) of Chapter IV of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulation, 2015 and the purpose of this Code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information. These Regulations will be applicable from the date of Listing of equity shares in the Stock Exchanges.

Objective of the Code of Fair Disclosures

PNC Infratech Limited (“PIL”) has formulated this Code called “**PIL’s Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information**” to ensure timely and adequate disclosure of Unpublished Price Sensitive Information which would impact the price of the Company’s securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of Un-published Price Sensitive Information and to prevent misuse of such information.

Definitions

‘**Compliance Officer**’ for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary, the Chairman and Managing Director/ Managing Director may authorize such other Officer of the Company to discharge the duties of Compliance Officer under the regulations.

‘**Chief Investors Relations Officer**’ means Compliance Officer of the Company.

“**Unpublished Price Sensitive Information**” means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not be restricted to, information relating to the following-

1. financial results;
2. dividend;
3. change in capital structure;
4. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
5. changes in key managerial personnel.



The company will adhere to the following, so as to ensure fair disclosure of events, occurrence and Unpublished Price Sensitive Information that could impact price of its securities in the market:

1. The Company will make prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company will make, prompt, uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.

In the event of a partial disclosure of Unpublished Price Sensitive Information, made inadvertently or otherwise, the Company shall promptly make a complete disclosure of such information in accordance with this Code.

3. The Compliance Officer of the Company shall act as Chief Investor Relations Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
4. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors, by Regulatory Authorities.

All questions or requests for verification of market rumors by the Stock Exchanges shall be directed to the Compliance Officer. Upon receipt such questions or requests, the Compliance Officer shall promptly consult the Chairman and Managing Director/ Managing Director of the Company and provide an appropriate and fair reply to the Stock Exchanges without delay. The Compliance Officer shall consult with the Chairman and Managing Director/ Managing Director of the Company to decide whether a public announcement verifying or denying a market rumor is necessary before making a disclosure to the Stock Exchanges.

5. The Company will ensure that information, if shared, with analysts and research personnel are not Unpublished Price Sensitive Information. In case any non-public information is provided to analysts, researchers or institutional investors, the Compliance Officer shall ensure that such information is simultaneously or promptly made public.
6. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made. The Compliance Officer shall consult with the Chairman and Managing Director/ Managing Director of the Company to decide whether full or summarized transcripts of any such meetings are to be disclosed on the Company website.
7. The Company will handle all Unpublished Price Sensitive Information on a need-to-know basis.
8. The "unpublished price sensitive information" can be shared as an exception by an insider for legitimate purposes as per its "Policy for Determination of Legitimate Purposes" provided it is not shared to evade or circumvent the prohibition under this Regulation.

