



# PNC Infratech Limited

An ISO : 9001-2008 Certified Company

Ref No: PNC/SE/79/18-19

Date: 13.02.2019

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,

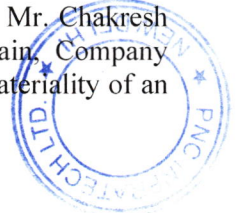
**Sub: Outcome of the Board meeting of the Company held on February 13, 2019 pursuant to Regulation 30 of SEBI (LODR) Regulations 2015.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company in their meeting held on Wednesday, the 13<sup>th</sup> day of February, 2019, *inter-alia* transacted the following items of businesses:

1. took on record the Un-audited Standalone Financial Results for the quarter/nine months ended 31<sup>st</sup> December, 2018, in compliance with Regulation 33 of SEBI (LODR) Regulations 2015;
2. approved the constitution of Risk Management Committee in compliance with Regulation 21 of SEBI (LODR) Regulations 2015;
3. based on the recommendation of the Nomination and Remuneration Committee, considered and approved the appointment of Mr. Krishan Kumar Jalan (Din: 01767702) as an additional non-executive director in the capacity of Independent Director of the Company in compliance with Regulation 25 of SEBI (LODR) Regulations 2015, subject to shareholders' approval.

Mr. Jalan has no relationship with any member of the Board of Directors. Pursuant to SEBI CIR/CFD/CMD/4/2015 dt. 09.09. 2015, his brief profile is attached hereto as **Annexure I**;

4. the Board approved revision in the remuneration of Managing Directors and Whole Time Director of the Company on recommendation of the Nomination and Remuneration Committee in compliance with Regulation 17(6) of SEBI (LODR) Regulations 2015, subject to shareholders' approval;
5. 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Insider Trading) Regulations, 2015, the Board has amended the Code of Practices and Procedures for Fair Disclosure of unpublished price sensitive information, the copy of the amended aforesaid Code is attached as **Annexure II**; and
6. amend Policy on Disclosure of Material Events / Information pursuant to amendment made in SEBI (LODR), 2015 and authorized the Key Managerial Personnel of the Company, being, Mr. Chakresh Kumar Jain, Managing Director and Chief Financial Officer and/or Mr. Tapan Jain, Company Secretary of the Company, severally and jointly, for the purpose of determining the materiality of an



**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

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Email : delhioffice@pncinfratech.com

Web. : www.pncinfratech.com

CIN : L45201DL1999PLC195937



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event or information in accordance with the criteria as enumerated and make disclosures to the Stock Exchanges.

The Contact details of the Company Secretary (also the Compliance Officer), who shall act as the coordinator for the above purpose, is given as herein below:

Mr. Tapan Jain  
Company Secretary & Compliance Officer  
PNC Tower, 3/22 D, Civil Lines, Bypass Road,  
NH- 2, Agra 282 002 (U. P.)  
Tel: (+91 562) 405 4400  
Fax: (+91 562) 407 0011  
E-mail: [complianceofficer@pncinfratech.com](mailto:complianceofficer@pncinfratech.com)

Please note that meeting of Board of Directors commenced at 12:15 P.M. and concluded at 05:10 P.M.

We request you to take the above information on record.

For PNC Infratech Limited

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



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## Annexure I

### Appointment of Mr. Krishan Kumar Jalan (Din: 01767702) as an Additional Non-Executive Director on the Board of PNC Infratech Limited

#### 1. Reason for Change in Board

Appointment of Mr. Krishan Kumar Jalan as an Additional Non-Executive Independent Director on the Board of Director.

#### 2. Date of Appointment and Term of Appointment

Mr. Krishan Kumar Jalan shall hold office as Independent Director from 13th February 2019, till the forthcoming Annual General Meeting of the Company (AGM) and shall be eligible for appointment at the AGM.

#### 3. Brief Profile

Mr. Krishan Kumar Jalan is former Secretary Govt. of India. He spent 35 years in Indian Administrative Service, Haryana Cadre and had held various posts such as Additional Chief Secretary, Principal Secretary and Director of various departments. In Govt. of India, he worked as Central Provident Fund Commissioner (credit of bringing e governance in EPFO goes to him) and as Joint Secretary in the Ministry of Textiles. In his initial career, he worked as District Magistrate/ Collector of five districts namely Bhiwani, Sonapat, Rewari, Faridabad and Karnal.

Mr. Jalan belongs to 1982 batch of Indian Administrative Service. He is borne on Haryana Cadre. Academically, he is Post Graduate in Mathematics as well as in Development Administration. He is M.Phil. both in Mathematics and in Public Administration.

#### 4. Relationship with other Directors

Mr. Krishan Kumar Jalan is not related to any other Director of the Company.



DNV

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## 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-

- (i) financial results;
- (ii) dividend;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

**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's 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.





**PNC INFRATECH LIMITED**  
**Policy for Determination of Legitimate purposes**

**[As envisaged under Sub Regulation 2A of Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015]**

**1. Objective**

The objective of this policy is to identify Legitimate Purposes for performance of duties or discharge of legal obligations, which will be considered as exceptions for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

**2. Definition**

**a. Legitimate Purposes**

sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants shall be considered as "legitimate purposes", provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT regulations.

**b. Digital Database**

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls and checks shall also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.

**c. Insider**

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of SEBI PIT regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with SEBI PIT Regulations.

**3. Handling of UPSI on need to know basis**

Unpublished Price Sensitive Information (UPSI), shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.

**(Note: Policy for determination of "Legitimate purposes" formulated pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which shall come into effect from 1st April, 2019.)**

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