



# PNC Infratech Limited

An ISO : 9001-2008 Certified Company

Ref No: PNC/SE/48/19-20

Date: 06.09.2019

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

**Sub: Notice of 20<sup>th</sup> Annual General Meeting (AGM), Book Closure Date, Cut-off date and period for e-voting.**

This is to inform you that the 20<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on **Monday, the 30<sup>th</sup> September, 2019 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065.**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 20<sup>th</sup> AGM of the Company.

The Company has fixed the following date(s) in connection with the ensuing 20<sup>th</sup> Annual General Meeting (AGM).

Particulars	Relevant dates
Book closure date for AGM and Dividend	From <b>Tuesday, 24<sup>th</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019</b> (both days inclusive)
Record date / cut-off date to vote on AGM resolutions/ payment of dividend	Cut-off date <b>Monday, 23<sup>rd</sup> September, 2019</b>
Remote e-voting period	Commences on: <b>Friday, 27<sup>th</sup> September, 2019 (9.00 A.M.)</b> Ends on: <b>Sunday, 29<sup>th</sup> September, 2019 (5.00 P.M.)</b>
Dividend Payout Date	Within 30 days from the date of approval by Shareholders at AGM

This is for information and record.

Thanking you,

For PNC Infratech Limited

*Tapan Jain*

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



## PNC Infratech Limited

Registered office: NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017

(CIN –L45201DL1999PLC195937)

Tel: (+91 11) 2957 4800 Fax: (+91 11) 2956 3844 E-mail: complianceofficer@pncinfratech.com

Website: www.pncinfratech.com

### Notice to Members

Notice is hereby given that the **20<sup>th</sup> Annual General Meeting (AGM)** of the Members of **PNC Infratech Limited** will be held on **Monday, September 30, 2019 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065** to transact the following business:

#### ORDINARY BUSINESS:

- To receive, consider and adopt –
  - The audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, along with the report of the Board of Directors and Auditors thereon;
  - The audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, along with the report of the Auditors thereon.
- To declare dividend on equity shares for the financial year ended 31st March 2019.
- To appoint a Director in place of Shri Yogesh Kumar Jain, Managing Director, (DIN: 00086811), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS –

- RATIFICATION OF REMUNERATION PAYABLE TO M/s. R K G & ASSOCIATES, COST AUDITORS OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s) the following resolution as **ORDINARY RESOLUTION**:

**‘RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”), remuneration of INR 50,000/- (Rupees Fifty Thousand only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses on actual basis, to M/s. R K G & Associates, Cost Accountants (Firm Registration Number - 000272) who have been appointed by the Board as Cost Auditors of the company to conduct the audit of cost records of the Company for the financial year ended March 31, 2020 be and is hereby confirmed, ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution.”

- REVISION IN THE REMUNERATION OF MR. PRADEEP KUMAR JAIN (DIN: 00086653), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**‘RESOLVED THAT** pursuant to provisions of section 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies

Act, 2013 and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the applicable provisions of SEBI (Listing and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded to revise the remuneration of Mr. Pradeep Kumar Jain, Chairman & Managing Director of the Company for the remaining tenure of his term, w.e.f. April 01, 2019.

**RESOLVED FURTHER THAT** Mr. Pradeep Kumar Jain, Chairman & Managing Director shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:

#### Salary:

Upto INR 21,50,000.00 (Rupees Twenty One Lakhs Fifty Thousand Only) per month.

Perquisites: Mr. Pradeep Kumar Jain shall be entitled to perquisites as given below:-

- Rent free accommodation or house rent allowance upto 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the nomination and remuneration committee of the company from time to time.
- Reimbursement of medical expenses incurred for self and family upto one months' salary in a year or three months' salary over a period of three years.
- Leave travel concession for self and family once a year as per rules.
- Personal accident insurance where premium paid by Company.
- Club fees for a maximum of two clubs (excluding admission and life membership fees).
- Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.
- Provision of chauffeur Driven Company's car (including all maintenance expenses).
- Provision of telephone service at residence.
- Encashment of leave at the end of tenure as per Company rules

**Explanation:** Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such Rule, perquisites shall be evaluated at actual cost to the company.

#### Commission:

In addition to the above remuneration, Mr. Pradeep Kumar Jain shall be paid commission within the overall limit of 5% of the annual net profits, payable to all the Managing Directors, of the Company as may be decided by the Nomination and Remuneration Committee and/or Board of Directors as computed in the manner

laid down under section 198 of the Companies Act, 2013 and subject to the ceiling laid down under sections 196 and 197 of the Companies Act, 2013 on the total remuneration.

**Overall Ceiling:**

Total Managerial Remuneration payable to Mr. Pradeep Kumar Jain as Chairman & Managing Director of the Company for each financial year, whether paid as Salary, Perquisite or otherwise, shall be subject to overall ceiling as provided under the Companies Act, 2013 as under:-

- Total Managerial Remuneration payable to Mr. Pradeep Kumar Jain shall not exceed 5% of net profits of the Company for the financial year, and
- Total managerial remuneration payable to all the Managing/ Whole Time Directors of the Company shall not exceed 10% of the net profits of the Company for that financial year.

**RESOLVED FURTHER THAT** remuneration including salary, perquisites, and other allowances payable to Mr. Pradeep Kumar Jain shall be revised up to 10% every year subject to the above mentioned overall ceiling while the tenure is continuing, as may be determined by the Nomination and Remuneration Committee and/or Board of Directors of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of services of Mr. Pradeep Kumar Jain as Chairman & Managing Director, the payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution."

**6. REVISION IN THE REMUNERATION OF MR. CHAKRESH KUMAR JAIN (DIN:00086768), MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

**\*RESOLVED THAT** pursuant to provisions of section 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the applicable provisions of SEBI (Listing and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded to revise the remuneration of Mr. Chakresh Kumar Jain, Managing Director of the Company for the remaining tenure of his term, w.e.f. April 01, 2019..

**RESOLVED FURTHER THAT** Mr. Chakresh Kumar Jain, Managing Director shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:

**Salary:**

Upto INR 19,50,000.00 (Rupees Nineteen Lakhs Fifty Thousand Only) per month.

Perquisites: Mr. Chakresh Kumar Jain shall be entitled to perquisites as given below:-

- Rent free accommodation or house rent allowance upto 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the nomination and remuneration committee of the company from time to time.
- Reimbursement of medical expenses incurred for self and family upto one months' salary in a year or three months' salary over a period of three years.
- Leave travel concession for self and family once a year as per rules.
- Personal accident insurance where premium paid by our Company.
- Club fees for a maximum of two clubs (excluding admission and life membership fees).
- Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.
- Provision of chauffeur Driven Company's car (including all maintenance expenses).
- Provision of telephone service at residence.
- Encashment of leave at the end of tenure as per Company rules

**Explanation:** Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such Rule, perquisites shall be evaluated at actual cost to the Company.

**Commission:**

In addition to the above remuneration, Mr. Chakresh Kumar Jain shall be paid commission within the overall limit of 5% of the annual net profits, payable to all the Managing Directors, of the Company as may be decided by the Nomination and Remuneration Committee and/or Board of Directors as computed in the manner laid down under section 198 of the Companies Act, 2013 and subject to the ceiling laid down under sections 196 and 197 of the Companies Act, 2013 on the total remuneration.

**Overall Ceiling:**

Total Managerial Remuneration payable to Mr. Chakresh Kumar Jain, Managing Director of the company for each financial year, whether paid as Salary, Perquisite or otherwise, shall be subject to overall ceiling as provided under the Companies Act, 2013 as under:-

- Total Managerial Remuneration payable to Mr. Chakresh Kumar Jain shall not exceed 5% of net profits of the Company for the financial year, and
- Total managerial remuneration payable to all the Managing / Whole Time Directors of the Company shall not exceed 10% of the net profits of the Company for that financial year.

**RESOLVED FURTHER THAT** remuneration including salary, perquisites, and other allowances payable to Mr. Chakresh Kumar Jain shall be revised up to 10% every year subject to the above mentioned overall ceiling while the tenure is continuing, as may be determined by the Nomination and Remuneration Committee and/or Board of Directors of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of services of Mr. Chakresh Kumar Jain as Managing Director, the

payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect to the above resolution."

**7. REVISION IN THE REMUNERATION OF MR. YOGESH KUMAR JAIN (DIN: 00086811), MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**'RESOLVED THAT** pursuant to provisions of section 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the applicable provisions of SEBI (Listing and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded to revise the remuneration of Mr. Yogesh Kumar Jain, Managing Director of the Company for the remaining tenure of his term, w.e.f. April 01, 2019.

**RESOLVED FURTHER THAT** Mr. Yogesh Kumar Jain, Managing Director shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:  
**Salary:**

Upto INR 19,50,000.00 (Rupees Nineteen Lakhs Fifty Thousand Only) per month.

**Perquisites:** Mr. Yogesh Kumar Jain shall be entitled to perquisites as given below:-

- Rent free accommodation or house rent allowance upto 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the nomination and remuneration committee of the company from time to time.
- Reimbursement of medical expenses incurred for self and family upto one months' salary in a year or three months' salary over a period of three years.
- Leave travel concession for self and family once a year as per rules.
- Personal accident insurance where premium paid by our Company.
- Club fees for a maximum of two clubs (excluding admission and life membership fees).
- Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.
- Provision of chauffeur Driven Company's car (including all maintenance expenses).
- Provision of telephone service at residence.
- Encashment of leave at the end of tenure as per Company rules

**Explanation:** Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such Rule, perquisites shall be evaluated at actual cost to the Company.

**Commission:**

In addition to the above remuneration, Mr. Yogesh Kumar Jain shall be paid commission within the overall limit of 5% of the annual net profits, payable to all the Managing Directors, of the Company as may be decided by the Nomination and Remuneration Committee and/or Board of Directors as computed in the manner laid down under section 198 of the Companies Act, 2013 and subject to the ceiling laid down under sections 196 and 197 of the Companies Act, 2013 on the total remuneration.

**Overall Ceiling:**

Total Managerial Remuneration payable to Mr. Yogesh Kumar Jain, Managing Director of the Company for each financial year, whether paid as Salary, Perquisite or otherwise, shall be subject to overall ceiling as provided under the Companies Act, 2013 as under:-

- Total Managerial Remuneration payable to Mr. Yogesh Kumar Jain shall not exceed 5% of net profits of the Company for the financial year, and
- Total managerial remuneration payable to all the Managing / Whole Time Directors of the Company shall not exceed 10% of the net profits of the Company for that financial year.

**RESOLVED FURTHER THAT** remuneration including salary, perquisites, and other allowances payable to Mr. Yogesh Kumar Jain shall be revised up to 10% every year subject to the above mentioned overall ceiling while the tenure is continuing, as may be determined by the Nomination and Remuneration Committee and/or Board of Directors of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of services of Mr. Yogesh Kumar Jain, Managing Director, the payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution."

**8. REVISION IN THE REMUNERATION OF MR. ANIL KUMAR RAO (DIN: 01224525), WHOLE TIME DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**'RESOLVED THAT** pursuant to provisions of section 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made there under (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the applicable provisions of SEBI (Listing and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Anil Kumar Rao, Whole time Director of the Company for the remaining tenure of his term, w.e.f. January 01, 2019.

**RESOLVED FURTHER THAT** Mr. Anil Kumar Rao, Whole time Director shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:

**Salary:**

Upto INR 6,51,585.00 (Rupees Six Lakhs Fifty One Thousand Five Hundred and Eighty Five Only) per month.

Perquisites: Mr. Anil Kumar Rao shall be entitled to perquisites as given below:-

- Rent free accommodation or house rent allowance upto 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the nomination and remuneration committee of the company from time to time.
- Reimbursement of medical expenses incurred for self and family upto one months' salary in a year or three months' salary over a period of three years.
- Leave travel concession for self and family once a year as per rules.
- Personal accident insurance where premium paid by our Company.
- Club fees for a maximum of two clubs (excluding admission and life membership fees).
- Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.
- Provision of chauffeur Driven Company's car (including all maintenance expenses).
- Provision of telephone service at residence.
- Encashment of leave at the end of tenure as per Company rules

**Explanation:** Perquisites shall be evaluated as per Income Tax rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost to the company.

**Overall Ceiling:**

Total Managerial Remuneration payable to Mr. Anil Kumar Rao, Whole time Director of the company for each financial year, whether paid as Salary, Perquisite or otherwise, shall be subject to overall ceiling as provided under the Companies Act, 2013 as under:-

- Total Managerial Remuneration payable to Mr. Anil Kumar Rao shall not exceed 5% of net profits of the company for the financial year, and
- Total managerial remuneration payable to all the Managing/ Whole Time Directors of the company shall not exceed 10% of the net profits of the company for that financial year.

**RESOLVED FURTHER THAT** remuneration including salary, perquisites, and other allowances payable to Mr. Anil Kumar Rao shall be revised up to 10% every year subject to the above mentioned overall ceiling, while the tenure is continuing, as may be determined by the Nomination and Remuneration Committee and/or Board of Directors of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of services of Mr. Anil Kumar Rao as Whole time Director, the

payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution."

**9. RE-APPOINTMENT OF MR. ASHOK KUMAR GUPTA (DIN: 02808356) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:-**

**'RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation made by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded for re-appointment of Mr. Ashok Kumar Gupta (DIN: 02808356) whose current period of office is expiring in the forthcoming Annual General Meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose office shall not be liable to retire by rotation, to hold office for further term of 5 (five) consecutive years on the Board of the Company effective from the date of Twentieth Annual General Meeting (AGM) upto the Twenty Fifth Annual General Meeting.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Ashok Kumar Gupta be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

**10. RE-APPOINTMENT OF MR. C R SHARMA (DIN: 00522678) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS,**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:-**

**'RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant

to recommendation made by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded for re-appointment of Mr. C R Sharma (DIN: 00522678) whose current period of office is expiring in the forthcoming Annual General Meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose office shall not be liable to retire by rotation, to hold office for further term of 5 (five) consecutive years on the Board of the Company effective from the date of Twentieth Annual General Meeting (AGM) upto the Twenty Fifth Annual General Meeting.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. C R Sharma be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

**11. RE-APPOINTMENT OF MRS. DEEPIKA MITTAL (DIN: 06966373) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS**

To consider and, if thought fit, to pass the following resolution as **SPECIAL RESOLUTION:-**

**\*RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation made by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded for re-appointment of Mrs. Deepika Mittal (DIN: 06966373) whose current period of office is expiring in the forthcoming Annual General Meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose office shall not be liable to retire by rotation, to hold office for further term of 5 (five) consecutive years on the Board of the Company effective from the date of Twentieth Annual General Meeting (AGM) upto the Twenty Fifth Annual General Meeting.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Deepika Mittal be paid such fees, remuneration and profit linked commission as the Board of

Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

**12. APPROVE CONTINUATION OF MR. C.R. SHARMA (DIN: 00522678) AS A NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

**\*RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, if any, including any statutory modification(s) or re-enactment thereof, for the time being in force, the consent of the members of the company be and is hereby accorded for continuation of Mr. C.R. Sharma (DIN - 00522678), who has attained the age of seventy-five years, as a Non-Executive Independent Director of the Company to hold office for 5 (five) consecutive years on the Board of the Company effective from the date of Twentieth Annual General Meeting (AGM) upto the Twentieth Annual General Meeting."

**13. APPOINTMENT OF MR. KRISHAN KUMAR JALAN (DIN:01767702) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

**\*RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation made by the nomination and remuneration committee & Board of Directors, Mr. Krishan Kumar Jalan (DIN -01767702), who was appointed as an Additional Director on the Board of the Company w.e.f. February 13, 2019 and who is liable to hold office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") & Articles of Association of the Company and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Non Executive Independent Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a term of five consecutive years commencing from 13<sup>th</sup> February 2019 to 12<sup>th</sup> February 2024."

**14. APPOINTMENT OF MR. TALLURI RAGHUPATI RAO (DIN: 01207205) AS DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

**\*RESOLVED THAT** pursuant to the provision of section 149,152 and 161 and other applicable provisions of the Companies Act 2013, if any,read with relevant rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Aarticles of Aassociation of the Company and pursuant to the recommendation made by nomination & remuneration committee and Board of Directors,

Mr. Talluri Raghupati Rao (DIN –01207205), who was appointed as Additional Director of the Company w.e.f. August 10, 2019, and whose term expires at this Annual General Meeting, be and is hereby appointed as director of the Company whose office is liable to retire by rotation.”

**15. APPOINTMENT OF MR. TALLURI RAGHUPATI RAO (DIN: 01207205) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION:**

**RESOLVED THAT** pursuant to the provisions of Section 2(51), 196, 197, 203 of the Companies Act (2013) read with Schedule V, provisions of other applicable laws, if any, and subject to the applicable provisions of SEBI (Listing and Disclosure Requirements) Regulations, 2015, as amended and pursuant to recommendation made by the Nomination and Remuneration Committee and the Board of Directors, and such other approvals, if any, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Talluri Raghupati Rao (DIN – 01207205) as ‘Whole Time Director’ of the Company for a period of (five) years with effect from August 10, 2019 at remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:

**Salary:** Upto INR 67,00,000 (Rupees Sixty Seven Lakh) per annum.

**Perquisites:** Mr. Talluri Raghupati Rao shall be entitled to perquisites within the limits as given below:-

- Rent free accommodation or house rent allowance upto of 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the nomination and remuneration committee of the company from time to time.
- Reimbursement of medical expenses incurred for self and family upto one months’ salary in a year or three months’ salary over a period of three years.
- Leave travel concession for self and family once a year as per rules.
- Personal accident insurance where premium paid by our Company.
- Club fees for a maximum of two clubs (excluding admission and life membership fees).
- Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.
- Provision of chauffeur Driven Company’s car (including all maintenance expenses).
- Provision of telephone service at residence.
- Encashment of leave at the end of tenure as per Company rules

**Explanation:** Perquisites shall be evaluated as per Income Tax rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost to the Company.

**Overall Ceiling:**

Total Managerial Remuneration payable to Mr. Talluri Raghupati Rao for each financial year, whether paid as Salary, Perquisite or

otherwise, shall be subject to overall ceiling as provided under the Companies Act, 2013 as under:-

- Total Managerial Remuneration payable to Mr. Talluri Raghupati Rao shall not exceed 5% of net profits of the Company for the financial year, and
- Total managerial remuneration payable to all the Managing/ Whole Time Directors of the Company shall not exceed 10% of the net profits of the Company for that financial year.

**RESOLVED FURTHER THAT** remuneration including salary, perquisites, and other allowances payable to Mr. Talluri Raghupati Rao shall be revised up to 10% every year subject to the above mentioned overall ceiling, while the tenure is continuing, as may be determined by the Nomination and Remuneration Committee and/or Board of Directors of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of services of Mr. Talluri Raghupati Rao, the payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution.”

**By order of the Board of Directors  
For PNC Infratech Limited**

Tapan Jain  
Company Secretary  
M. No. A22603

**Corporate office**

PNC Tower, 3/22-D, Civil Lines,  
Agra Delhi Bypass Road, National Highway 2,  
Agra 282 002, India

Dated: 10<sup>th</sup> August, 2019

Place: Agra

**NOTES**

1. **PROXIES: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE ‘MEETING’) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member. The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.

Every Member entitled to vote at the Meeting can inspect the proxies lodged at the Company, at any time during the business hours of the Company, during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting

2. **Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
3. **Communication:** Electronic copy of the Annual Report 2018-19 and the Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members, whose email IDs are registered with the Company's Registrar and Share Transfer Agents / Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members, who have not registered their email IDs, physical copies of the Annual Report 2018-19 and the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode. As green initiative and to contribute our bit for the environment, members are requested to register their email id for getting soft copy of annual report. Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting.

Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialized form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting.

4. **Registrar & Share Transfer Agents and Depository Participant:** Members holding Shares in physical mode are requested to intimate changes in their address, bank details, ECS mandate, nomination, power of attorney, change in name/ address etc. to Link Intime India Private Limited, Registrar and Share Transfer Agents (RTA) of the Company located at 44, Community Centre, II nd Floor, Naraina Industrial Area Phase I, Near PVR Naraina, New Delhi.

Members holding Shares in electronic mode are requested to send the intimation for change of address, bank details, ECS mandate, nomination, power of attorney, change in name/ address etc. to their respective Depository Participants, any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

5. **Nomination Facility:** Members holding shares in the physical form and desirous of making / changing nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Link Intime India Private Limited, who will provide

the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.

6. **Book Closure:** Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of electronic credit / dispatch of dividend and AGM.
7. **Dividend:** Subject to the provisions of Section 123 to Section 127 of the Companies Act, 2013, Dividend on Equity Shares for the year ended March 31, 2019 as recommended by the Board, if sanctioned at the AGM, will be paid within a period of 30 days from the date of declaration to those members whose name appears–
  - a. As beneficial owners of the shares as per list to be furnished by the Depositories in respect of the shares held in demat form on the closing hours of the business on Monday, September 23, 2019
  - b. As Members on the Register of Members of the Company as on Monday, September 23, 2019.

Members who are holding Shares in electronic form may note that bank particulars registered with their respective Depository Participants will be used by the Company for electronic credit / dispatch of dividend. The Company or its Registrar and Share Transfer Agents (RTA) cannot act on any request received directly from the Members holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the Members concerned to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

8. **Go Green Initiative:** Members holding shares in physical mode are requested to take the benefits of dematerialization of their shares by approaching to any of the Depository Participants. Members may please also note that pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and SEBI Circular dated 3 December 2018 w.e.f. 1 April 2019, except in case of transmission or transposition of securities, all requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with any of the Depository.
9. **Consolidation of Multiple Folios:** Members who hold Shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.
10. **Mandatory PAN Submission:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited.
11. **Inspection by Members:** All Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during the business hours upto the date of the Annual General Meeting.



The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.

12. **Subsidiary Accounts:** In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the Company on making requisition to the Company Secretary or email at [complianceofficer@pncinfratech.com](mailto:complianceofficer@pncinfratech.com).

A Statement containing the salient features of the financial statement of subsidiaries forms part of the Annual Report of the Company. The audited financial statements will also be available for inspection at the Registered Office of the Company and the concerned subsidiary companies during business hours on all working days, except Saturdays, Sundays and public holidays, during the business hours upto the date of the Annual General Meeting. Further, the documents shall also be available on the website of the Company [www.pncinfratech.com](http://www.pncinfratech.com).

13. **Voting through electronic means (E-Voting) :**

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard-2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 20<sup>th</sup> Annual General Meeting by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LI IPL).

The facility for voting through ballot paper shall be made available at the AGM and Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The Members who have casted their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- ❖ **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**
1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
  2. Click on "Login" tab, available under 'Shareholders' section
  3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
  4. Your User ID details are given below:
    - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID

- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>▪ Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>▪ Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/ or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one

special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View 'Event No' of the company, you choose to vote.
2. On the voting page, you will see 'Resolution Description' and against the same the option 'Favour/ Against' for voting. Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.  
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'YES', else to change your vote, click on 'NO' and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on 'Print' option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular 'Event'.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently

Asked Questions ("FAQs") and Insta vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

14. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on cut-off date i.e. Monday, 23<sup>rd</sup> September 2019 may write to Registrar & Share Transfer Agent of the Company, Link Intime India Private Limited, India or send an e-mail at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) or [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
15. The shareholders may also contact in case of any grievance connected with e-voting to:  
Tapan Jain  
Company Secretary & Compliance Officer  
Address: PNC Tower, 3/22-D, Civil Lines, Bypass Road, NH-2, Agra-282002  
Email id: [complianceofficer@pncinftratech.com](mailto:complianceofficer@pncinftratech.com)  
Phone No.: 0562-4054400  
Fax No. : 0562-4070011
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 23<sup>rd</sup> September 2019.
17. The Company has appointed Mr. Deepak Gupta, Company Secretary, Partner of DR Associates (Membership No. FCS 5339; CP No. 4629) as the Scrutinizer who will conduct the remote e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
19. As per the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within 48 hours of the conclusion of the AGM. The results declared along with Scrutiniser's Report shall be placed on the Company's website [www.pncinftratech.com](http://www.pncinftratech.com); the LIPL's website <https://instavote.linkintime.co.in/>
20. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
21. **Information of Directors pursuant to Listing Regulations:** At the ensuing Meeting of the Company, Mr. Yogesh Kumar Jain, Managing Director, retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible, seeks re-appointment.  
Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2), the particulars of the aforesaid Directors seeking appointment or re-appointment at the AGM are given in **Annexure A.**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')**

As required by Section 102 of the Act, the following Explanatory Statements sets out the material facts relating to the Special Businesses mentioned under item Nos. 4 to 15 of the accompanying Notice:

**ITEM NO. 4**

The Board of Directors of the Company on recommendation made by Audit Committee, has approved the appointment of M/s. R K G & Associates(Firm Registration Number – 000272), Cost Accountants, Agra as the Cost Auditors of the Company for conducting the audit of the cost records of the Company for the Financial Year 2019-20 with remuneration of INR 50,000/- plus taxes, as applicable, and reimbursement of actual out-of-pocket expenses incurred by them in connection with the aforesaid audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of this Notice for approval of the Members.

**ITEM NO. 5 to 8**

The members of the Company, by way of passing resolution in the Annual General Meeting held on September 29, 2018 had approved the increase in remuneration of Mr. Pradeep Kumar Jain, Mr. Chakresh Kumar Jain, Mr. Yogesh Kumar Jain, Managing Directors of the Company was effective from April 01, 2018, and of Mr. Anil Kumar Rao, Whole Time Director of the company which was effective from January 01, 2018.

Taking into consideration the increased business activities of the Company and the responsibilities cast on the Managing Directors and Whole Time Director of the Company and on the recommendation made by Nomination and Remuneration Committee, the Board, at its meeting held on February 13, 2019 respectively has approved the increase in remuneration of Managing Directors and Whole time Director of the Company subject to the approval of the members of the Company. All other terms and conditions of appointment of Managing Directors and Whole time Director of the Company, as approved earlier remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended.

Other than Mr. Pradeep Kumar Jain, Mr. Chakresh Kumar Jain, Mr. Yogesh Kumar Jain, and Mr. Anil Kumar Rao none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 5 to 8 of the accompanying Notice.

The details of shareholding held by the Managing Directors, Whole time Director and their relatives in the Company are as follows:-

**1. Shareholding held by Mr. Pradeep Kumar Jain and his relatives:-**

Sl. No.	Name of the KMP & Their Relative	No. of Equity Share of Face Value of INR 2/- each	Percentage of Total No. of Share
1.	Mr. Pradeep Kumar Jain	1,53,49,500	5.98
2.	Mr. Navin Kumar Jain	1,80,96,000	7.05
3.	Mr. Chakresh Kumar Jain	25,14,000	0.98
4.	Mr. Yogesh Kumar Jain	1,67,94,000	6.55
5.	Mrs. Meena Jain	74,26,500	2.89
6.	Mr. Abhinandan Jain	17,43,000	0.68
7.	Pradeep Kumar Jain HUF	52,50,000	2.05
	<b>Total</b>	<b>6,71,73,000</b>	<b>26.18</b>

1.	Mr. Pradeep Kumar Jain	1,53,49,500	5.98
2.	Mr. Navin Kumar Jain	1,80,96,000	7.05
3.	Mr. Chakresh Kumar Jain	25,14,000	0.98
4.	Mr. Yogesh Kumar Jain	1,67,94,000	6.55
5.	Mrs. Meena Jain	74,26,500	2.89
6.	Mr. Abhinandan Jain	17,43,000	0.68
7.	Pradeep Kumar Jain HUF	52,50,000	2.05
	<b>Total</b>	<b>6,71,73,000</b>	<b>26.18</b>

**2. Shareholding held by Mr. Chakresh Kumar Jain and his relatives -**

Sl. No.	Name of the KMP & Their Relative	No. of Equity Share of Face Value of INR 2/- each	Percentage of Total No. of Share
1.	Mr. Chakresh Kumar Jain	25,14,000	0.98
2.	Mr. Pradeep Kumar Jain	1,53,49,500	5.98
3.	Mr. Navin Kumar Jain	1,80,96,000	7.05
4.	Mr. Yogesh Kumar Jain	1,67,94,000	6.55
5.	Mrs. Madhavi Jain	1,79,98,500	7.02
6.	Chakresh Kumar Jain HUF	92,56,500	3.61
	<b>Total</b>	<b>8,00,08,500</b>	<b>31.19</b>

**3. Shareholding held by Mr. Yogesh Kumar Jain and his relatives -**

Sl. No.	Name of the KMP & Their Relative	No. of Equity Share of Face Value of INR 2/- each	Percentage of Total No. of Share
1.	Mr. Yogesh Kumar Jain	1,67,94,000	6.55
2.	Mr. Pradeep Kumar Jain	1,53,49,500	5.98
3.	Mr. Navin Kumar Jain	1,80,96,000	7.05
4.	Mr. Chakresh Kumar Jain	25,14,000	0.98
5.	Mrs Ashita Jain	78,73,500	3.07
6.	Yogesh Kumar Jain HUF	51,01,500	1.99
	<b>Total</b>	<b>6,57,28,500</b>	<b>25.62</b>

**4. Shareholding held by Mr. Anil Kumar Rao and his relative -**

Sl. No.	Name of the KMP & Their Relative	No. of Equity Share of Face Value of INR 2/- each	Percentage of Total No. of Share
1.	Mr. Anil Kumar Rao	80500	0.03
	<b>Total</b>	<b>80500</b>	<b>0.03</b>

Mr. Pradeep Kumar Jain, Mr. Chakresh Kumar Jain and Mr. Yogesh Kumar Jain are brothers.

Further details of Managing Directors and Whole time Director pursuant to Secretarial Standard - 2 have been given in the Annexure -A to this Notice.

The Board recommends the Special Resolution at Item Nos. 5 to 8 of this Notice for approval of the Members.

**ITEM NO. 9 TO 11**

The Members at the 15<sup>th</sup> Annual General Meeting held on September 11, 2014 approved the appointment of Mr. Ashok Kumar Gupta, Mr. C.R. Sharma & Mrs. Deepika Mittal as an Independent Non-Executive Directors of the Company for a period of consecutive five years with effect from the said date till the conclusion of the 20<sup>th</sup> Annual General

Meeting of the Company and their current term as Independent Director is set to expire on September 30, 2019.

The Nomination and Remuneration Committee (the 'NRC') of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Ashok Kumar Gupta, Mr. C. R. Sharma & Mrs. Deepika Mittal as an Independent Directors, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given their background and experience and contributions made by them during their tenure, the continued association of aforesaid Directors would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Director(s). Accordingly, it is proposed to re-appoint Mr. Ashok Kumar Gupta, Mr. C. R. Sharma & Mrs. Deepika Mittal as an Independent Director(s) of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

They are not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ('the Act'), and have given their consent to act as a director. The Company has also received declaration from them that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

In the opinion of the Board, they fulfil the conditions for appointment as an Independent Director(s) as specified in the Act and the Listing Regulations. They are independent of the management.

They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Further details of Mr. Ashok Kumar Gupta, Mr. C.R. Sharma & Mrs. Deepika Mittal, pursuant to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings) have been given in the **Annexure-A** to this Notice.

They do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

Mr. Ashok Kumar Gupta is interested in the resolution set out at Item No. 9 of the Notice with regard to his re-appointment and is not related to other Directors or Key Managerial Personnel of the Company.

Mr. C. R. Sharma holds 4500 equity shares of the face value of 2/- each in the Company and is interested in the resolution set out at Item No. 10 of the Notice with regard to his re-appointment and is not related to other Directors or Key Managerial Personnel of the Company.

Mrs. Deepika Mittal is interested in the resolution set out at Item No. 11 of the Notice with regard to her re-appointment and is not related to other Directors or Key Managerial Personnel of the Company.

The Board recommends Special Resolutions No. 9 to 11 for your approval..

#### **ITEM NO. 12**

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from 1<sup>st</sup> April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. C.R. Sharma (Date of Birth: November 13, 1942) was appointed as Non-Executive Independent Directors of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV and Rules

made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of the Fifteenth Annual General Meeting (AGM) of the Company. Mr C. R. Sharma is more than 75 years of age and re-appointing as an Independent Director for a second term of five consecutive years w.e.f September 30, 2019 and pursuant to SEBI Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018, his continuation as Non-Executive Independent Directors shall require approval of shareholders by way of special resolution.

A brief justification for their continuation as Non-Executive Independent Directors on the Board of the Company with effect from 1st April, 2019 is as under:

Mr. C.R. Sharma is an eminent personality and his professional profile and proven experience is a valuable asset to the Company which adds diversity and enriched points of view in the Board's discussions. The Board of Directors is of the opinion that Mr. Sharma is a person of integrity, possess relevant expertise and vast experience and his association as Non-Executive Independent Directors will be beneficial and in the best interest of the Company. His presence on the Board of the Company adds more value and gives confidence to the Board in its decisions. Moreover, under his able guidance the Company has delivered good payoffs to all stakeholders in the form of improved valuations, sound governance practices, good dividend, etc. Further, his association supports a good balance in the composition of the Board.

A brief resume of the said Director, the nature of his expertise in specific functional areas, names of Companies in which he has held Directorships, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto in **Annexure-A**.

The said Independent Director is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors or Key Managerial Personnel) other than the Mr. C.R. Sharma himself is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommend the special resolution as set out at Item No. 12 for your approval.

#### **ITEM NO. 13**

The Board of Directors, on the recommendation made by Nomination and Remuneration Committee, appointed Mr. Krishan Kumar Jalan, as an Additional Non-Executive Director w.e.f February 13, 2019 in the capacity of Independent Director of the Company, not liable to retire by rotation, who shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Krishan Kumar Jalan, shall hold office up to the date of this AGM and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Krishan Kumar Jalan, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In the opinion of the Board, Mr. Krishan Kumar Jalan, fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be

## PNC INFRATECH LIMITED

kept open at the venue of the AGM.

Mr. Krishan Kumar Jalan is a retired IAS Officer and has served at various positions last position being Secretary to the Government of India for Ministry of MSME. He has spent 35 years in Indian Administrative Service, and has held various Posts such as Additional Chief Secretary, Principal Secretary and Director of various departments. During his career he has also worked as Central Provident Fund Commissioner where he was instrumental in bringing e-governance in EPFO; Joint Secretary in the Ministry of Textiles.

In his initial career, he has worked as Deputy Commissioner of five districts namely Bhiwani, Sonapat, Rewari, Faridabad and Karnal. Mr. Jalan is academically brilliant, and has dual Masters Degree (M Phil) in Mathematics and Public Administration. He has also completed Masters of Social Science in Development Administration from the University of Birmingham, U.K. Considering the rich experience of Mr. Krishan Kumar Jalan the Board is of the opinion that his appointment will be in the interest of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Krishan Kumar Jalan as an Independent Director is now being placed before the Members for their approval.

Further details of Mr. Krishan Kumar Jalan, pursuant to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings) have been given in the **Annexure-A** to this Notice.

Except Mr. Krishan Kumar Jalan, and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 13 of this Notice.

The Board recommends the Ordinary Resolution at Item No. 13 of this Notice for approval of the Members.

### ITEM NO. 14 TO 15

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee at their meeting held on August 10, 2019 has approved the appointment of Mr. Talluri Raghupati Rao as an Additional Director of the Company with effect from the August 10, 2019. In accordance with the provisions of Section 161(1) of Companies Act, 2013 he shall hold office up to the date of the forthcoming Annual General Meeting. Further, at the same meeting, The Board of Directors of the Company appointed Mr. Talluri Raghupati Rao as a Whole-time Director, liable to retire by rotation, for a period of 5 (five) years with effect from August 10, 2019, subject to the approval of Shareholder at the Annual General Meeting and the Central Government and other statutory authorities whenever necessary.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Talluri Raghupati Rao signifying his candidature as Director of the Company. Mr. Talluri Raghupati Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director and satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

Mr. Talluri Raghupati Rao, shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as mentioned in Resolution 14 and 15.

A brief profile of Mr. Talluri Raghupati Rao, including nature of his expertise, is provided in **Annexure-A**.

Mr. Talluri Raghupati Rao holds 4000 equity shares of the face value of 2/- each in the Company and is not related to other Directors or Key Managerial Personnel of the Company.

It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Talluri Raghupati Rao as a Whole-time Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Rao as the Whole-time Director of the Company.

Except Mr. Talluri Raghupati Rao and their relative, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution set out at item no. 14 & 15.

The Board commends the Ordinary Resolution set out at Item No. 14 and 15 for the approval of Members.

**By order of the Board of Directors  
For PNC Infratech Limited**

Tapan Jain  
Company Secretary  
M. No. A22603

### Corporate office

PNC Tower, 3/22-D, Civil Lines,  
Agra Delhi Bypass Road, National Highway 2,  
Agra 282 002, India

Dated: 10 August, 2019

Place: Agra

## Annexure A

### Details of the Directors seeking appointment/ re-appointment or revision in remuneration at the forthcoming Annual General Meeting

(In pursuance of Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

Particulars	Details								
	Mr. Krishan Kumar Jalan	Mr. Pradeep Kumar Jain	Mr. Chakresh Kumar Jain	Mr. Yogesh Kumar Jain	Mr. Anil Kumar Rao	Mr. Ashok Kumar Gupta	Mr. Chhotu Ram Sharma	Mrs. Deepika Mittal	Mr. Talluri Raghupati Rao
DIN	01767702	00086653	00086768	00086811	01224525	02808356	00522678	06966373	01207205
Date of Birth	6-Jun-57	28-Aug-57	1-Dec-63	19-Sep-71	10-Aug-62	29-Nov-50	13-Nov-42	15-Oct-78	15-Feb-64
Date of First Appointment	13-Feb-19	9-Aug-99	9-Aug-99	9-Aug-99	17-Nov-00	20-Sep-09	25-Oct-07	8-Sep-14	10-Aug-19
Date of last re-appointment	N.A.	1-Oct-16	1-Oct-16	1-Oct-16	1-Oct-16	11-Sep-14	11-Sep-14	N.A.	N.A.
Qualification and Experience in Specific functional area	He is a Post Graduate in Social Science (Development Administration) with distinction from University of Birmingham, UK. He has an experience of over 40 years which includes Secretary to the Government of India (Jan 2016 – Jun 2017) for the Ministry of Micro, Small & Medium Enterprises (MSME)	He holds a bachelor's degree in arts. He has remarkable experience in the construction and infrastructure sector and allied areas.	He holds a bachelor's degree in science & bachelor's degree in law. He has exceptional experience in development of infrastructure sector, such as, construction of highways, airports, rail over bridges among others.	He holds a bachelor's degree in civil engineering. He has paramount experience in planning, execution, supervision of work from the initiation of pre-qualification and tendering.	He holds a bachelor's degree in civil engineering and a master's degree in engineering. He has over 30 years of experience in the infrastructure industry and allied areas. He also has experience in the execution of runway related, road-related and other infrastructure projects.	He holds a bachelor's degree in Medicine and a master's degree in Surgery. His professional experience includes serving as professor in S.N. Medical College, Agra along with rich experience in business and management.	He holds bachelor's degree in arts from Delhi University	She holds a bachelor's degree in Commerce and Law. She is also a qualified Chartered Accountant. Her professional experience of 16 years includes financial Management and taxation and audit activities. She is also a designated partner at M/s. PMA & Co., Chartered Accountants, Agra.	He also holds a Post Graduate Diploma in Construction Management. Mr. Rao is having over three and half decades of progressively responsible experience in 'Planning, Engineering, Development, Implementation and Management of infrastructure projects across sectors including highways, expressways, bridges, airports, ports, industrial area development, urban transport and urban infrastructure.
Terms & Conditions of re-appointment	As per Company's Nomination and Remuneration (NRC) Policy								
Details of remuneration sought to be paid	Sitting fees in accordance with Section 197(5)	INR 258.00 lakhs per annum	INR 234.00 Lakhs per annum	INR 234.00 Lakhs per annum	INR 78.19 Lakhs per annum	Sitting fees in accordance with Section 197(5)	Sitting fees in accordance with Section 197(5)	Sitting fees in accordance with Section 197(5)	67.00 Lakhs per annum
Remuneration last drawn [In INR]	Nil	INR 234.00 lakhs per annum	INR 210.00 Lakhs per annum	INR 210.00 Lakhs per annum	INR 72.85 Lakhs per annum	Sitting fees in accordance with Section 197(5)	Sitting fees in accordance with Section 197(5)	Sitting fees in accordance with Section 197(5)	Nil
Shareholding in the Company (No. of Equity Share of Face Value of INR 2/- each)	Nil	15349500	2514000	16794000	80500	Nil	4500	Nil	4000

PNC INFRA TECH LIMITED

Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None of Directors and KMP are Relatives	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)	None of Directors and KMP are Relatives	None of Directors and KMP are Relatives	None of Directors and KMP are Relatives	None of Directors and KMP are Relatives	None of Directors and KMP are Relatives
The number of Meetings of the Board attended during the year 2018-19	N.A.	Four	Four	Four	Four	Four	Three	Four	N.A.
Directorship in other Companies	Director in – Minda Industries Limited; Pantomath Capital Advisors Private Limited; Minda Kyoraku Limited	Director in - PNC Project Private Limited; PNC Cold Storage Private Limited; PNC Infrastructure Private Limited; PNC Infra Holdings Limited and Royal Megatech Private Limited.	Director in – PNC Cold Storage Private Limited; PNC Project Private Limited; PNC Power Private Limited; PNC Airways Private Limited; PNC Kanpur Highways Limited; PNC Infra Holdings Limited and PNC Mining Private Limited;	Director in – PNC Cold Storage Private Limited; PNC Infrastructure Private Limited; PNC Power Private Limited; PNC Airways Private Limited; PNC Infra Holdings Limited; PNC Kanpur Highways Private Limited; and Royal Megatech Private Limited.	Director in – PNC Kanpur Highways Limited; Ferrovia Transrail Solutions Private Limited; MP Highways Private Limited; PNC Rajasthan Highways Private Limited; PNC Chitradurga Highways Private Limited and PNC Challakere (Karnataka) Highways Private Limited	Director in – PNC Infra Holdings Limited	Director in – Sterling Tools Limited; Ka-Sh Advisory Services Private Limited.	-	Director in – PNC Delhi Industrialinfra Private Ltd; PNC Bareilly Nainital Highways Private Ltd; Indian Highways Management Company Limited; PNC Khajuraho Highways Private Ltd; PNC Bundelkhand Highways Private Ltd; PNC Triveni Sangam Highways Private Ltd; PNC Aligarh Highways Private Ltd;
Membership/ Chairmanship of Committees of other Boards	Minda Industries Ltd.	PNC Infra Holdings Ltd	PNC Infra Holdings Ltd.			PNC Infra Holdings Ltd.	Sterling Tools Limited		
	Audit Committee-Member	CSR Committee-Chairman	CSR Committee-Member			CSR Committee-Member	Audit Committee-Chairman		
	CSR Committee-Member								
	Stakeholder Relationship Committee-Member								
Minda Kyoraku Ltd.									
Audit Committee-Chairman									
NRC-Chairman									



### PNC Infratech Limited

Registered office: NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017  
(CIN -L45201DL1999PLC195937)  
Tel: (+91 11) 2957 4800 Fax: (+91 11) 2956 3844 E-mail: complianceofficer@pncinfratech.com  
Website: www.pncinfratech.com

### ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the meeting

DP Id*	
Client Id*	

Folio No.	
No.of Shares	

### NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 20<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Monday, September 30, 2019 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065.

Signature of member/Proxy holder(s)

\*Applicable for investors holding shares in electronic form.



### PNC Infratech Limited

Registered office: NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017  
(CIN -L45201DL1999PLC195937)  
Tel: (+91 11) 2957 4800 Fax: (+91 11) 2956 3844 E-mail: complianceofficer@pncinfratech.com  
Website: www.pncinfratech.com

### FORM NO.MGT-11

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

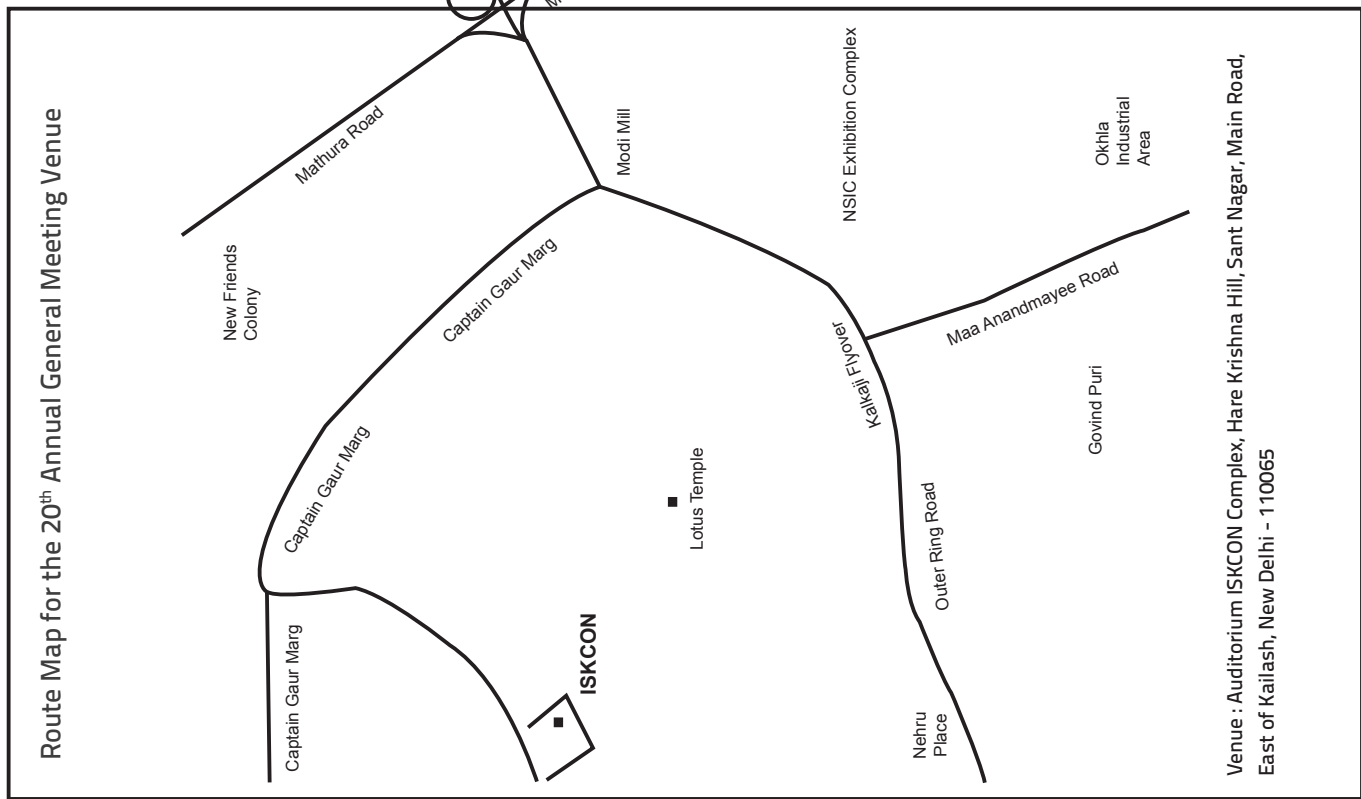
Name of the member(s) Registered Address		E-mail Id Folio No./ *Client ID *DP ID	
---	--	--	--

I / We, being the holder/s of ..... equity shares of PNC Infratech Limited, hereby appoint:

- 1) ..... of ..... having e-mail id ..... or failing him
- 2) ..... of ..... having e-mail id ..... or failing him
- 3) ..... of ..... having e-mail id .....

and whose signature(s) is appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20<sup>th</sup> Annual General Meeting of the Company, to be held on the **Monday, September 30, 2019 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065** and at any adjournment thereof in respect of such resolutions as are indicated below:





\*\*I wish my above Proxy to vote in the manner as indicated in the box below:

Particulars	For	Against
1. To receive, consider and adopt – a) The audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019, along with the report of the Auditors thereon.		
2. To declare dividend on equity shares for the financial year ended 31st March 2019		
3. To appoint a Director in place of Shri Yogesh Kumar Jain, Managing Director, (DIN: 00086811), who retires by rotation and being eligible, offers himself for re-appointment		
4. Ratification of Remuneration payable to M/S. R K G & Associates, Cost Auditors of the Company		
5. Revision in the remuneration of Mr. Pradeep Kumar Jain (Din: 00086653), Chairman and Managing Director of the Company		
6. Revision in the remuneration of Mr. Chakresh Kumar Jain (Din: 00086768), Managing Director of the Company		
7. Revision In the remuneration of Mr. Yogesh Kumar Jain (Din: 00086811), Managing Director of the Company		
8. Revision in the remuneration of Mr. Anil Kumar Rao (Din: 01224525), Whole Time Director of the Company		
9. Re-Appointment of Mr. Ashok Kumar Gupta (Din: 02808356) as an Independent Director for a Second Term of Five Consecutive Years.		
10. Re-appointment of Mr. C R Sharma (Din: 00522678) as an Independent Director for a second term of five consecutive years.		
11. Re-Appointment of Mrs. Deepika Mittal (Din: 06966373) as an Independent Director for a second term of five consecutive years.		
12. Approve Continuation of Mr. C.R. Sharma (Din: 00522678) as a Non- Executive Independent Director of the Company		
13. Appointment of Mr. Krishan Kumar Jalan (Din: 01767702) as an Independent Director of the Company		
14. Appointment of Mr. Talluri Raghupati Rao (Din: 01207205) as a Director, liable to retire by rotation		
15. Appointment of Mr. Talluri Raghupati Rao (Din: 01207205) as a Whole-Time Director of the Company		

\*Applicable for investors holding shares in electronic form. \*\*This is Optional

Signed this..... day of....., 2019

Signature of member

Signature of Proxy holder(s)

Please Affix Revenue Stamp

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.