

Date: September 06, 2017

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

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

Dear Sir,

**Sub: Disclosure under Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011**

I would like to inform you that I have transferred 1013625 equity shares of PNC Infratech Limited (Scrip Code BSE: 539150 and NSE: PNCINFRA) on September 06, 2017 through Inter-se transfer amongst promoter group between relatives without consideration as a gift *inter-se* transfer between qualifying persons as per Regulation 10(1)(a)(i) of the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011.

I am enclosing herewith disclosure under Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011.

This is for your information and record.

Thanking you,

Yours faithfully,

  
(Pradeep Kumar Jain)

Address: D-23, Kamla Nagar, Agra-282005

Encl: As stated above

Cc to:  
PNC Infratech Limited,  
NBCC Plaza, Tower-II, 4<sup>th</sup> Floor,  
Pushp Vihar, Sector-V, Saket,  
New Delhi-17

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company(TC)	PNC Infratech Limited (The "Company")		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Pradeep Kumar Jain (The "Seller")		
Whether the acquirer belongs to Promoter / Promoter group	Seller is the promoter of the Company		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited; and National Stock Exchange of India Limited		
Details of the acquisition-/ disposal as follows	<b>Number</b>	<b>% w.r.t. total Share / voting capital wherever applicable(*)</b>	<b>% w.r.t. total diluted share / voting Capital of the TC(**)</b>
<b><u>Before the acquisition-/ disposal under consideration, holding of:</u></b>			
a) Shares carrying voting rights	16363125	6.38%	6.38%
b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
<b>e)Total (a+b+c+d)</b>	<b>16363125</b>	<b>6.38%</b>	<b>6.38%</b>
<b><u>Details of acquisition-/ sale</u></b>			
a) Shares carrying voting rights <del>acquired</del> / sold	1013625	0.39%	0.39%
b) VRs acquired / sold otherwise than by shares	Nil	Nil	Nil
c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	Nil	Nil	Nil
d) Shares encumbered / invoked / released by the acquirer.	Nil	Nil	Nil
<b>e)Total (a+b+c+/-d)</b>	<b>1013625</b>	<b>0.39%</b>	<b>0.39%</b>



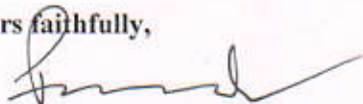
<u>After the acquisition/ sale, holding of:</u>			
a) Shares carrying voting rights	15349500	5.99%	5.99%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by equity shares	Nil	Nil	Nil
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	15349500	5.99%	5.99%
Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Off market		
Date of acquisition/ sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	06 <sup>th</sup> September, 2017		
Equity share capital / total voting capital of the TC before the said acquisition/ sale (*)	Number: 25,65,39,165 equity shares of Rs.2 each Amount: Rs.51,30,78,330/-		
Equity share capital / total voting capital of the TC after the said acquisition/ sale	Number: 25,65,39,165 equity shares of Rs.2 each Amount: Rs.51,30,78,330/-		
Total diluted share / voting capital of the TC after the said acquisition/ sale	Number: 25,65,39,165 equity shares of Rs.2 each Amount: Rs.51,30,78,330/-		

**Note:**

(\*) Total share capital / voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under regulation 31(1)(b) of SEBI (Listing Obligation & Disclosure Requirement), 2015. – *The paid – up share capital of the Company is as on 30<sup>th</sup> June, 2017.*

(\*\*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

Yours faithfully,



(Pradeep Kumar Jain)

Address: D-23, Kamla Nagar, Agra-282005

Place: Agra

Date: 06.09.2017

"ENCLOSURE"

Sr. No.	Name of the shareholder	Details of Shares held					
		Before proposed Acquisition		Inter se transaction executed on 06.09.2017		After proposed Acquisition	
		Number of shares held	As a % of grand total	Number of shares transferred	As a % of grand total	Number of shares held	As a % of grand total
1	PPPL Constructions Pvt. Ltd.	23921250	9.33	-	-	23921250	9.32
2	Smt. Madhavi Jain	17998500	7.02	-	-	17998500	7.02
3	Shri Naveen Kumar Jain	17758125	6.92	(+) 337875	0.13	18096000	7.05
4	Shri Yogesh Kumar Jain	16456125	6.42	(+) 337875	0.13	16794000	6.55
5	Shri Pradeep Kumar Jain	16363125	6.38	(-) 1013625	0.40	15349500	5.98
6	Smt. Renu Jain	11671500	4.55	-	-	11671500	4.55
7	Chakresh Kumar Jain (HUF)	9256500	3.61	-	-	9256500	3.61
8	Smt. Ashita Jain	7873500	3.07	-	-	7873500	3.07
9	Smt. Meena Jain	7426500	2.9	-	-	7426500	2.89
10	Pradeep Kumar Jain (HUF)	5250000	2.05	-	-	5250000	2.05
11	Yogesh Kumar Jain (HUF)	5101500	1.99	-	-	5101500	1.99
12	Shri Chakresh Kumar Jain	2176125	0.85	(+) 337875	0.13	2514000	0.98
13	Shri Abhinandan Jain	1743000	0.68	-	-	1743000	0.68
14	NCJ Infrastructure Pvt. Ltd	843750	0.33	-	-	843750	0.33
15	Naveen Kumar Jain (HUF)	1500	0	-	-	1500	0
	<b>TOTAL</b>	<b>143841000</b>	<b>56.07</b>			<b>143841000</b>	<b>56.07</b>