



PNC Infratech Limited

Registered office: NBCC Plaza, Tower-II, 4th Floor, PushpVihar, 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 19th Annual General Meeting (AGM) of the Members of PNC Infratech Limited will be held on Saturday, September 29, 2018 at 11:30 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:

1. To receive, consider and adopt –
 - a) The audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018, along with the report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March 2018.
3. To appoint a Director in place of Shri Chakresh Kumar Jain, Managing Director, (DIN 00086768), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS –

4. TO RATIFY REMUNERATION OF COST AUDITORS OF THE COMPANY FOR F.Y. 2018-19

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **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"), M/s. R K G & Associates, Cost Accountants (Firm Registration Number - 000272) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2019 be paid a remuneration of INR 40,000/- plus taxes, as applicable, and reimbursement of actual out-of-pocket expenses incurred by them in connection with the aforesaid audit.

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."

5. APPOINTMENT OF MR. GAURI SHANKAR (DIN:06764026) AS AN INDEPENDENT DIRECTOR

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

RESOLVED THAT Mr. Gauri Shankar (DIN: 06764026), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 23, 2018 and who holds 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") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the

Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Gauri Shankar, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from the date of the 19th Annual General Meeting (AGM) of the Company be and is hereby approved."

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

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

RESOLVED THAT in partial modification of all earlier resolutions passed in this regard and pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 ('the Act') consent and approval of members of the Company be and is hereby accorded for revision of remuneration of Mr. Pradeep Kumar Jain, Chairman and Managing Director of the Company for the remaining tenure of his term, w.e.f. April 01, 2018.

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 19,50,000.00 (Rupees Nineteen 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 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. 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 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."

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

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

'RESOLVED THAT in partial modification of all earlier resolutions passed in this regard and pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 ('the Act'), 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, 2018.

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 17,50,000.00 (Rupees Seventeen 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 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. 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 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 the above resolution."

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

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

'RESOLVED THAT in partial modification of all earlier resolutions passed in this regard and pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 ('the Act') 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, 2018.

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 17,50,000.00 (Rupees Seventeen 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 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. 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 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."

9. REVISION IN THE REMUNERATION OF MR. ANIL KUMAR RAO (DIN: 01224525), WHOLE TIME 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 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), 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, 2018.

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 5,92,350 (Rupees Five lakh ninety two thousand three hundred and fifty 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 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 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."

10. TO ENHANCE THE BORROWING POWERS 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** in supersession of the earlier Resolution passed in the Annual General Meeting held on September 29, 2017 and

pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provision, if any, and the Rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, consent, authority and approval of the Shareholders of the Company be and are hereby accorded to the Board of Directors (hereinafter referred as 'Board') of the Company, to borrow any sums of money at any time or from time to time as they may deem fit for the purpose of carrying on the business of the Company, so however, that the total amount of such borrowings outstanding at any given point of time shall not exceed INR 7500 Crores (Rupees Seven Thousand Five Hundred Crores only) notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from cash credit arrangements, discounting of bills and other temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose and Securities Premium;

RESOLVED FURTHER THAT the Board or Banking & Investment committee thereof be and is hereby authorized and empowered to arrange or settle the terms and conditions on which such monies are to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or Banking & Investment committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

11. TO ENHANCE THE POWER OF BOARD TO MORTGAGE, HYPOTHECATE, PLEDGE, CREATION OF CHARGE

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

***RESOLVED THAT** in supersession of the earlier Resolution passed in the Annual General Meeting held on September 29, 2017 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and all other applicable provision, if any, and the Rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent, authority and approval of the Shareholders of the Company be and are hereby accorded to the Board of Directors (hereinafter referred as 'Board') of the Company, to mortgage, hypothecate, pledge and/or create charge, security from time to time, in such form, manner and ranking and on such terms and at such time(s) as the Board may deem fit in the interest of the Company, on all or any of the moveable and/or immoveable, tangible and/ or intangible properties of the Company, present and/ or future, wherever situated, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s) and their subsidiaries, bank(s), mutual fund(s), trusts, other bodies corporate (hereinafter referred to as the 'Lending Agencies') and Trustee(s) for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and/ or to the Lending Agencies under their respective Agreements/ Loan Agreements/ Debenture Trust Deeds entered or to be entered into by the Company in respect of the said borrowings, up to the limits approved or as may be approved by the Members pursuant to Section 180(1)(c) of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company or Banking & Investment committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

12. TO 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 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 his remaining tenure."

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: 07th August, 2018
 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.

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 2017-18 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 2017-18 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.

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, IInd 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 Sunday, September 23, 2018 to Saturday, September 29, 2018 (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, 2018 as recommended by the Board, if sanctioned at the AGM, will be paid within a period of 30 days from the date of declaration –

a. to those Members, holding Equity Shares in physical form, whose names appear on the Company's Register of Members, at the close of business hours on Saturday, September 22, 2018 after giving effect to all valid transfers in physical form lodged on or before Saturday, September 22, 2018 with the Company and / or its Registrar and Share Transfer Agents; and

b. in respect of Shares held in electronic form, to all beneficial owners as per details furnished by National Securities

Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose, as on close of business hours on Saturday, September 22, 2018.

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 form are requested to register their email IDs with the Company's Registrar and Share Transfer Agents (RTA) i.e. Link Intime India Private Limited and Members holding Shares in electronic / demat mode are requested to register their email IDs with their respective Depository Participants (DPs). Members whose email IDs have undergone any change or whose IDs require any correction, may kindly update the same with the RTA or the DPs, as stated above.

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.

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@pncinftratech.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.pncinftratech.com.

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

- I) In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, 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 19th 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 (LIPL).
- II) 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 (LIPL)**

1. Visit the e-voting system of LIPL. 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 LIPL: <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).

| | |
|-----------------------|---|
| | For Shareholders holding shares in Demat Form or Physical Form |
| 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"> • 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. |
| 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"> • 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). |

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <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".

Incase 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 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. Saturday, 22nd September 2018 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 or 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
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. Saturday, 22nd September 2018.
 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; 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. Chakresh 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**.
22. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on September 29, 2017.
23. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date i.e. December 05, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

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 12 of the accompanying Notice:

ITEM NO. 4

The Board of Directors of the Company on recommendation of Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 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 2018-19 with remuneration of INR 40,000/- 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, 2019 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

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Gauri Shankar, as an Additional Non- Executive Director in the capacity of Independent Director of the Company, not liable to retire by rotation.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Gauri Shankar 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. Gauri Shankar 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. Gauri Shankar 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 kept open at the venue of the AGM.

Mr. Gauri Shankar, 61 years, is a seasoned banker and in past served with PSU banks like Bank of India and Punjab National Bank at a senior board level. He was holding additional charge of CEO and Managing Director of Punjab National Bank from 8th February, 2015 to 13th August, 2015, while being Executive Director of Punjab National Bank from 7th October, 2013 to 31st March, 2016. Currently, he is also Director of India SME Asset Reconstruction Company Limited and India Post Payment Bank Limited.

Further details of Mr. Gauri Shankar 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.

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

The Board recommends the Ordinary Resolution at Item No. 5 of this Notice for approval of the Members.

Except Mr. Gauri Shankar 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. 5 of this Notice.

ITEM NO. 6 to 9

The members of the Company, by way of passing resolution through Postal ballot and the result was declared on July 19, 2016 ('Postal Ballot'), had approved the increase in remuneration of Mr. Pradeep Kumar Jain, Chairman & Managing Director, Mr. Chakresh Kumar Jain, Managing Director, Mr. Yogesh Kumar Jain, Managing Director, of the Company ('Managing Directors'), which was effective from 01.04.2016. Also, the members of the Company, by way of passing resolution in the Annual General Meeting held on September 29, 2017 had approved the increase in remuneration of Mr. Anil Kumar Rao, Whole time Director which was effective from 01.01.2017.

Taking into consideration the increased business activities of the Company and the responsibilities cast on the Wholetime Director and Managing Directors of the Company and on the recommendation of Nomination and Remuneration Committee, the Board, at its meeting held on February 14, 2018 and May 23, 2018 respectively has approved the increase in remuneration of Whole time Director and Managing Directors of the Company subject to the approval of the members of the Company. All other terms and conditions of appointment of Whole time Director and Managing Directors 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. 6 to 9 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:-

- 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 |
| | Total | 6,71,73,000 | 26.18 |

- 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 |
| | Total | 8,00,08,500 | 31.19 |

- 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 |
| | Total | 6,57,28,500 | 25.62 |

- 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 |
| | Total | 80500 | 0.03 |

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 Ordinary Resolution at Item Nos. 6 to 9 of this Notice for approval of the Members.

ITEM NO. 10 TO 11

At the Annual General Meeting of the Company held on September 29, 2017, the members of the Company by way of passing special resolution had authorized the Board of Directors to make borrowings amounting of INR 5000 Crores (borrowing limits) which may exceed the paid up share capital and free reserves and also to hypothecate, mortgage, create charge or otherwise encumber the Company's immovable and movable properties from time to time under the borrowing limits.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves and Securities Premium of the Company. Hence it is proposed to increase the maximum borrowing limits upto INR 7500 Crores (Rupees Seven Thousand Five Hundred Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company, its free reserves and Securities Premium at any one time except with the consent of the members of the Company by way of passing special resolution in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, subject to the approval of members in the general meeting.

The Board recommends the resolutions as set out in item no. 10 & 11 as special resolution for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

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 1st 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 13/11/1942) 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 accordingly his continuation as Non-Executive Independent Directors with effect from 1st April, 2019 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:

He is a Graduate from Delhi University and presently engaged in managing his own consultancy/advisory services. He has served as senior advisor to Centurion Bank of Punjab from October 2005 until March 2008, as the managing director and chief executive officer of Bank of Punjab from June 2002 to May 2004 and from October 2004 to September 2005 respectively and as executive director of Andhra Bank from September 2000 to May 2002. He was also selected by the appointment committee of the cabinet for appointment in December 1999 batch of General Managers from different banks. He has also served Oriental Bank of Commerce for 23 years after serving Citibank N.A. for 13 years from 1964 to 1977. He has been a Director on our Board since October 25, 2007.

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.

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

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.

**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: 07th August, 2018
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 | | | | | |
|--|---|--|---|--|--|---|
| Name of the Director | Mr. Gauri Shankar | Mr. Pradeep Kumar Jain | Mr. Chakresh Kumar Jain | Mr. Yogesh Kumar Jain | Mr. Anil Kumar Rao | Mr. Chhotu Ram Sharma |
| DIN | 06764026 | 00086653 | 00086768 | 00086811 | 01224525 | 00522678 |
| Date of Birth | March 25, 1956 | August 28, 1957 | December 01, 1963 | September 19, 1971 | August 10, 1962 | November 13, 1942 |
| Date of First Appointment | May 23, 2018 | August 09, 1999 | August 09, 1999 | August 09, 1999 | November 17, 2000 | October 25, 2007 |
| Date of last re-appointment | N.A. | October 1, 2016 | October 1, 2016 | October 1, 2016 | October 1, 2016 | September 11, 2014 |
| Qualification and Experience in Specific functional area | His qualification includes B.Sc., B.Com, CAIIB-I. He has meritorious experience in the Banking Industry. His forte has been finance, strategy & planning and HR development. In past served with PSU banks like Bank of India and Punjab National Bank at a senior board level. | 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 bachelor's degree in arts from Delhi University |
| Terms & Conditions of re-appointment | As per Company's Nomination and Remuneration (NRC) Policy | As per Company's Nomination and Remuneration (NRC) Policy | As per Company's Nomination and Remuneration (NRC) Policy | As per Company's Nomination and Remuneration (NRC) Policy | As per Company's Nomination and Remuneration (NRC) Policy | 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 234.00 lakhs per annum | INR 210.00 Lakhs per annum | INR 210.00 Lakhs per annum | INR 71.08 Lakhs per annum | Sitting fees in accordance with Section 197(5) |
| Remuneration last drawn [In INR] | Nil | INR 180 Lakhs per annum | INR 162 Lakhs per annum | INR 162 Lakhs per annum | INR 66.23 Lakhs per annum | Sitting fees in accordance with Section 197(5) |
| Shareholding in the Company (No. of Equity Share of Face Value of INR 2/- each) | Nil | 15349500 | 2514000 | 16794000 | 80500 | 10000 |
| 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 |

| | | | | | | | | | |
|--|--|---|--|---|--|---|----------|-------------------------------|----------|
| The number of Meetings of the Board attended during the year 2017-18 | Not Applicable | Three | Three | Four | Two | Four | | | |
| Directorship in other Companies | Director in – Aksh Optifibre Limited; Paisalo Digital Limited, India; SME Asset Reconstruction Company limited; India Post Payments Bank Limited and Additional Director in Family Home Finance Private 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; MP Highways Private Limited; PNC Project Private Limited; PNC Power Private Limited; PNC Airways 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; MP Highways Private Limited; PNC Kanpur Highways 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 Khajuraho Highways Private Limited; PNC Chitradurga Highways Private Limited and PNC Bundelkhand Highways Private Limited. | Director in – Sterling Tools Limited; Nature Bio-Foods Limited and Ka-Sh Advisory Services Private Limited. | | | |
| Membership/ Chairmanship of Committees of other Boards | Aksh Optifibre Limited | | NIL | PNC Infra Holdings Limited | | MP Highways Private Limited | | Sterling Tools Limited | |
| | Audit Committee | Member | | Audit Committee | Chairman | Audit Committee | Chairman | Audit Committee | Chairman |
| | CSR Committee | Member | | Nomination & Remuneration Committee | Chairman | Nomination & Remuneration Committee | Chairman | | |
| | Nomination & Remuneration Committee | Member | | | | | | | |
| | Paisalo Digital Limited | | | | | | | | |
| | Audit Committee | Member | | | | | | | |
| | Stakeholder Relationship Committee | Member | | | | | | | |
| | Nomination & Remuneration Committee | Chairman | | | | | | | |
| | Risk management Committee | Chairman | | | | | | | |

| | | | | | | |
|--|---|----------|--|--|--|--|
| | India SME Asset Reconstruction Company Limited | | | | | |
| | Audit Committee | Chairman | | | | |
| | Nomination & Remuneration Committee | Chairman | | | | |
| | CSR Committee | Member | | | | |
| | Executive Committee | Member | | | | |
| | Risk management Committee | Member | | | | |
| | India Post Payments Bank Limited | | | | | |
| | Risk management Committee | Member | | | | |
| | Nomination & Remuneration Committee | Member | | | | |
| | Recruitment Advisory Committee | Member | | | | |



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) | | E-mail Id | |
| Registered Address | | 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 19th Annual General Meeting of the Company, to be held on the Saturday, September 29, 2018 at 11:30 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:

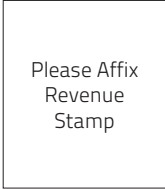
**I wish my above Proxy to vote in the manner as indicated in the box below:

| Particulars | | For | Against |
|-------------|---|-----|---------|
| 1. | Receive, consider and adopt: a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018, along with the report of the Auditors thereon. | | |
| 2. | Declare dividend on Equity Shares for the financial year ended 31st March 2018 | | |
| 3. | Appoint a Director in place of Shri Chakresh Kumar Jain, Managing Director, (DIN 00086768), who retires by rotation and being eligible, offers himself for re-appointment | | |
| 4. | Ratify remuneration of Cost Auditors of the Company for FY. 2018-19 | | |
| 5. | Appointment of Mr. Gauri Shankar (DIN: 06764026) as an independent director | | |
| 6. | Revision in the remuneration of Mr. Pradeep Kumar Jain (DIN: 00086653), Chairman & Managing Director | | |
| 7. | Revision in the remuneration of Mr. Chakresh Kumar Jain (DIN: 00086768), Managing Director | | |
| 8. | Revision in the remuneration of Mr. Yogesh Kumar Jain (DIN: 00086811), Managing Director | | |
| 9. | Revision in the Remuneration Of Mr. Anil Kumar Rao (DIN: 01224525), Whole Time Director | | |
| 10. | Enhance the borrowing powers of the company | | |
| 11. | Enhance the power of board to mortgage, hypothecate, pledge, creation of charge | | |
| 12. | To approve continuation of Mr. C.R. Sharma (DIN: 00522678) as a Non- Executive Independent Director of the Company | | |

PNC INFRA TECH LIMITED

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

Signed this..... day of....., 2018



Signature of member

Signature of Proxy holder(s)

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', 'Against' or Abstain column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.



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

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 |

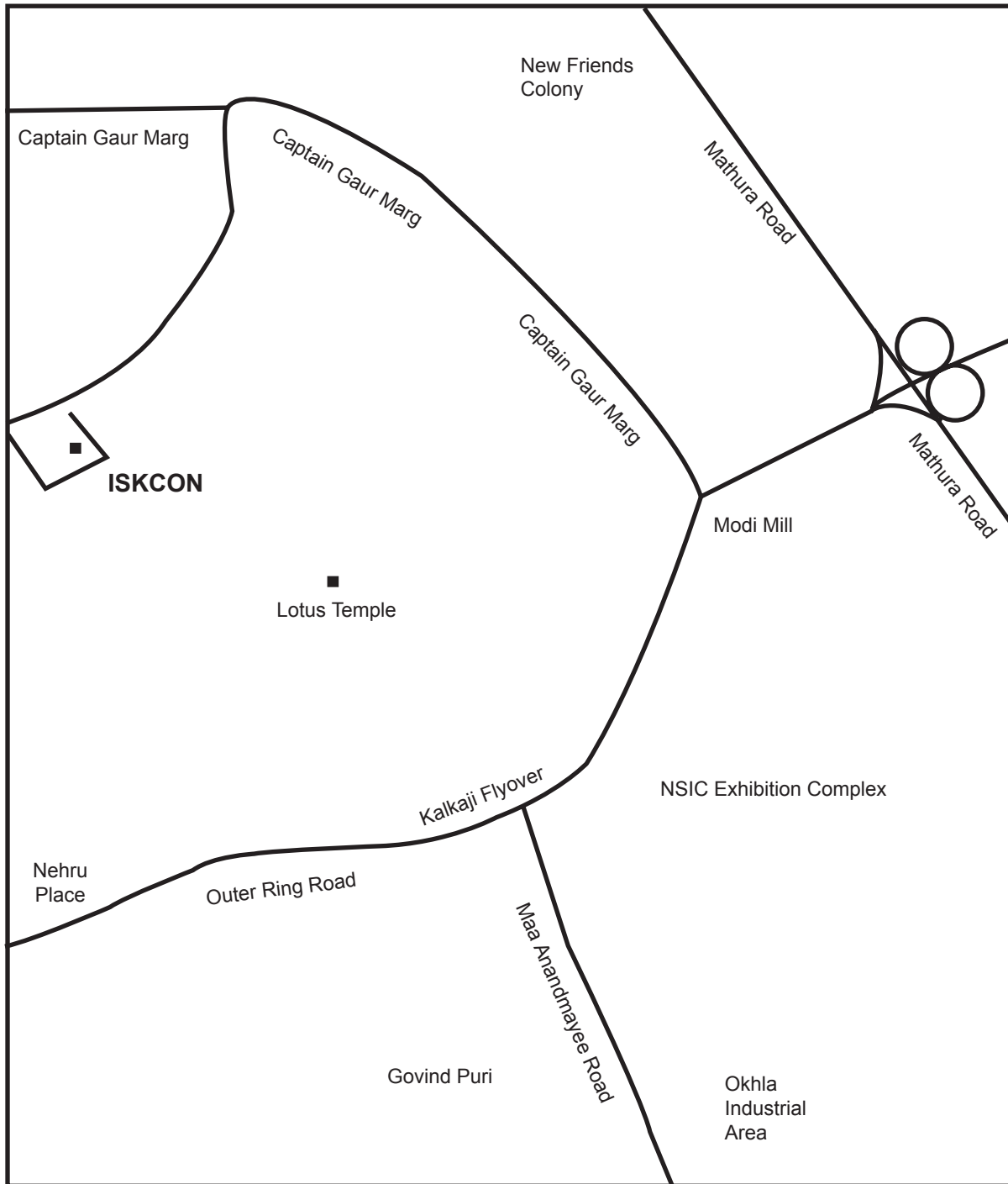
NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 19th ANNUAL GENERAL MEETING of the Company held on Saturday, September 29, 2018 at 11:30 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.

Route Map for the Venue of 19th Annual General Meeting



Venue: Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065.