



PNC Infratech Limited

An ISO 9001 : 2015 Certified Company

Ref No: PNC/SE/23/26-27

Date: 28.5.2026

To,
The Manager
Department of Corporate Services
BSE Limited
Floor 25, P.J. Towers,
Dalal Street, Mumbai - 400 001
Scrip code:539150

To,
The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, BandraKurla Complex,
Bandra (E), Mumbai - 400 051
NSE Symbol: PNCINFRA

Dear Sir,

Sub: Annual Secretarial Compliance Report pursuant to SEBI Circular and Regulation 24A of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 24A(2) of SEBI (LODR) Regulations, 2015, we are enclosing the Annual Secretarial Compliance Report of the company for Financial Year ended March 31, 2026 issued by M/s. DR Associates, Company Secretaries.

We request you to take the above information on record.

Thanking you,

Yours faithfully,
For PNC Infratech Limited

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



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)

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91-11-29566511, 64724122

Fax : +91-11-29563844

Email : delhioffice@pncinfratech.com
Web. : www.pncinfratech.com
CIN : L45201DL1999PLC195937



Secretarial Compliance Report of PNC Infratech Limited for the Financial Year ended 31st March 2026

We, DR Associates, Company Secretaries have examined:

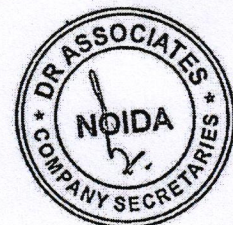
- (a) all the documents and records made available to us and explanation provided by the PNC Infratech Limited (hereinafter referred as "Company"),
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

For the year ended 31st March 2026 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *Not Applicable to the Company during the financial year under review.*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ("SAST Regulations");
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not Applicable to the Company during the financial year under review.*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *Not Applicable to the Company during the financial year under review.*
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *Not Applicable to the Company during the financial year under review.*





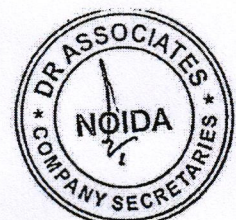
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006 regarding the Companies Act and dealing with client to the extent of Securities issued;
- (k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable during the Audit Period**
and in compliance of circulars/ guidelines issued thereunder
and based on the examination, we hereby report that during reviewed period:

1. (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in Annexure A

(b) The Company has taken the following actions to comply with the observations made in previous reports:

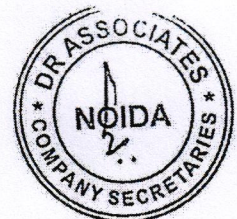
Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Remarks/Response	Remarks
There is no such instance										

2. We hereby report that, during the review period the compliance status of the Company with the following requirements.



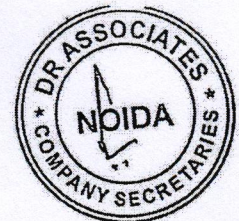


Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Company is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes	
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	





5.	<p>Details related to Subsidiaries of Company have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	
6.	<p>Preservation of Documents:</p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year.</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>(a) The Company has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.</p>	Yes NA	No transactions were subsequently approved/ ratified/ rejected by the Audit Committee
9.	<p>Disclosure of events or information:</p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	





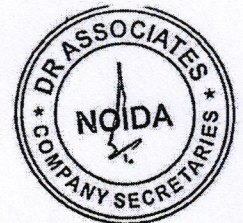
10.	Prohibition of Insider Trading: The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	Yes	
12	Resignation of statutory auditors from the Company or its material subsidiaries: In case of resignation of statutory auditor from the Company or any of its material subsidiaries during the financial year, the Company and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Company.	NA	There is no such instance of resignation of Auditor from the Company and its material Subsidiaries.
12.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	No additional non compliances observed.	

We further, report that the listed entity is in compliance/not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations:- Not Applicable

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information

Delhi Office: 329-330, Westend, Janakpuri, New Delhi – 110 058



DR ASSOCIATES
Company Secretaries

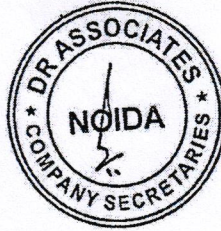


Unit No. 212, Tower- C, Bhutani Cyber Park,
Plot No. C-28-29, Sector- 62, Noida- 201301
Tel:- 91-120- 4462384
E-mail: deepak@drassociates.org
Website: www.drassociates.org
Peer Review Certificate No.: 6160/2024

- furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
 3. We have not verified the correctness and appropriateness of financial records and books of account of the Company.
 4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For DR Associates
Company Secretaries
Firm Regn. No.: P2007DE003300

Place: Noida
Date: 19th May, 2026




Suchitta Koley
Partner

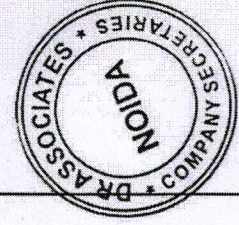
FCS 1647; CP No.: 714

UDIN: F001647H000370092

Annexure A

(a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 23 (9) Non-compliance with the requirement to disclose related party transactions in the format as specified and the prescribed timeline.	23(9)	Delay in submission of disclosure of Related Party Transaction for the Quarter and half year ended on September 2025	BSE	Fine	As per Regulation 23(9) of the SEBI (Listing Obligations and Disclosures Requirements, 2015, the Company is required to submit disclosure of Related Party Transactions in the prescribed format	35400	As per Regulation 23(9) of the SEBI (Listing Obligations and Disclosures Requirements, 2015, the Company is required to submit disclosure of Related Party Transactions in the prescribed format	The Company had made the requisite filings immediately upon receipt of intimation from the Exchange. Further, the penalty amount is duly paid on 29 December 2025, within 15 days from the date of the BSE email, and there are no outstanding XBRL format dues in this regard.	The Board also noted the Company's



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				<p>and XBRL format simultaneously with the submission/publication of the Financial Results.</p>		<p>In this regard, the Company had submitted the Related Party Transaction disclosure along with the Financial Results on 12th November, 2025 in PDF format within the prescribed timeline. However, due to inadvertent oversight, the disclosure in XBRL format could not be filed within the stipulated time.</p> <p>Accordingly, BSE Limited has levied a fine on the Company for delayed submission of the disclosure in XBRL format.</p>	<p>commitment to strengthening its internal compliance mechanisms to prevent recurrence of such instances in future.</p>
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