

PNC Infratech Limited

Corruption Prevention System

1. PURPOSE & SCOPE

- 1.1. This Anti-Corruption Policy (hereinafter referred to as "**the Policy**") has been framed and adopted by PNC Infratech Limited (hereinafter referred to as "**the Company**") with immediate effect for implementation in the Company and in all its Subsidiary Companies (Subsidiaries) essentially for effective prevention of Corruption across all the activities, transactions, dealings, actions, practices and operations and shall be called "Corruption Prevention System" ("**Policy**" or "**Plan**").
- 1.2. This Policy sets out the responsibility of the Company's as well as its Subsidiaries' stakeholders to comply with laws against Corruption and provides guidance on how to deal with such issues. The Policy consists of a series of procedures to give effect to the objective of the Company including its Subsidiaries, which clearly sets out the Company's 'zero tolerance' approach towards Corruption. This Policy is intended to provide guidance to the Employees, Board of Directors and Senior Management to manage the affairs of the Company and its Subsidiaries in an ethical manner. The purpose this Policy is to recognize and deal with ethical issues and to provide mechanisms to report unethical conduct and to develop a culture of honesty and accountability.
- 1.3. This Policy covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, Fraud or suspected Fraud, Corruption, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and matters or activity on account of which the interest of the Company, or its Subsidiaries, is affected, the implementation measures, and the monitoring and redressal mechanisms to report such incidents.
- 1.4. Given the sensitivity of dealing with the Government institutions/authorities/agencies and as a part of the Company's commitment to maintaining a high standard of business conduct, direct or indirect involvement in acceptance or payment of undue pecuniary or other advantages or use of Company funds or assets for any other illegal, improper, or unethical purpose is unacceptable and prohibited. This commitment must be reflected in every aspect of business.
- 1.5. As a part of commitment, Company makes clear that Employees, Board of Directors and Senior Management will strictly comply with all applicable laws on anti-corruption, which include but are not limited to the Indian Penal Code/Bhartiya Nyaya Sanhita, the Prevention of Corruption Act, 1988 and all other applicable anti-corruption laws and regulations, each as amended from time to time (collectively, the "**Anti-Corruption Laws**").

- 1.6. In case any provisions set forth in this Policy are found to be irreconcilably conflicting with any applicable laws and/or statutory provisions, the latter would have an overriding effect on the provisions of this Policy.
- 1.7. The provisions of this Policy can be amended/ modified by the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein.

2. DEFINITIONS & INTERPRETATION

- 2.1. In this Policy, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

- 2.1.1 **"Applicable Law"** shall mean all applicable statutes, laws, ordinances, rules and regulations, including but not limited to, any license, permit or other governmental Authorization, in each case as in effect from time to time.

- 2.1.2 **"Board of Directors"** shall mean the Directors on the Board of Directors of the Company.

- 2.1.3 **"Corrupt Practices"** shall mean giving or receiving financial or other inducements, intermediation in giving or receiving or other inducements, mal practices, misuse of official authority, facilitation payments, illegal of official position by a person to receive benefits in the form of money, property, or other assets, services and any rights to himself or to other person or illegal provision of benefits or rights by other persons. or for the personal gain of an individual.

- 2.1.4 **"Competent Authority"** means the authority empowered by Board of Directors by any general or special rule or order to discharge the function or use the powers specified under the relevant rules or order.

- 2.1.5 **"Conflict of Interest"** shall mean and includes any interest (monetary or non-monetary) that the Employee appears to have during the employment / association with the Company on account of the Company either undertaking or not undertaking, a business transaction, relationship, or an activity and such Employee is in a position to derive a personal benefit for himself or for a Relative or any entity in which the Employee or his or her Relative, as the case may be, has any interest.

- 2.1.6 **"Corruption"** shall mean abuse of power or any other wrongdoing by an individual in a position of power through immoral or illegitimate practices.

- 2.1.7 **"Disciplinary Action"** means any action that can be taken during or after the completion of internal inquiry or investigation proceedings, including but not limited to the termination or suspension of employment/contract at the Company's or its Subsidiaries' discretion, or any other appropriate action (including blacklisting a vendor) considering the gravity of the matter.

- 2.1.8 **"Employees"** shall mean all employees of the Company, and its Subsidiaries, including the Board of Directors, Senior Management, functional/departmental heads, full-time and part-time employees, and employees on contractual basis, such as temporary workers and all Employees of the Company's Subsidiaries, and authorised representatives and any other duly authorized person/individual, who may be acting on behalf the Company, or its Subsidiaries.
- 2.1.9 **"Executive Directors"** shall mean the Board Members who are in whole-time employment of the Company and includes Managing Directors and Whole-Time Directors.
- 2.1.10 **"Government or Public Official"** means any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of government, or a public international organization. This includes elected or appointed persons who holds legislative, administrative, or judicial positions such as politicians, bureaucrats, and judges. The term will also include employees of government-owned or controlled businesses like Public Sector Undertakings.
- 2.1.11 **"Non-Executive Directors"** shall mean the Board Members who are not in whole time employment of the Company and include Independent Directors.
- 2.1.12 **"Relative"** shall mean 'relative' as defined in Clause 77 of Section 2 and read with Rule 4 of Chapter I Companies (Specification of Definitions Details) Rules, 2014 of the Companies Act, 2013.
- 2.1.13 **"Senior Management"** or **"Senior Management Personnel"** shall means officers/ personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the "managing director/whole time director/ chief executive officer/manager" (including chief executive officer/manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer.
- 2.1.14 **"Subsidiaries"** or **"Subsidiary Companies"** means a company in which PNC Infratech Limited ("Company"):
- (i) controls the composition of the Board of Directors; or
 - (ii) exercises or controls more than one-half of the total voting power either at its own or together with one or more of its subsidiary companies:
- 2.1.15 **"The Company"** shall mean **"PNC Infratech Limited"**
- 2.1.16 **"Third Party"** means any individual or organization, who/which comes into contact with the Company or transacts with the Company and also includes actual and potential clients, vendors, consultants, retainers, agents, advisors, distributors,

business associates, partners (including academic institutions), contractors, suppliers or service providers who work for and on behalf of the Company.

3. APPLICABILITY

3.1. This Policy shall be applicable with effect from the date of issue notification and shall apply to the following:

- 3.1.1 All probationers of the Company
- 3.1.2 All trainees, apprentices & interns of the Company
- 3.1.3 All individual consultants & advisors of the Company
- 3.1.4 All Employees engaged by the Company through third party agencies
- 3.1.5 All Employees of the Company
- 3.1.6 All contract/temporary Employees
- 3.1.7 All permanent/regular Employees
- 3.1.8 All permanent/regular/contract/temporary Employees of the Subsidiary Companies

4. CODE OF CONDUCT

- 4.1. The Employees of the Company and Subsidiaries shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.
- 4.2. The Employees shall maintain and help the Company and its Subsidiaries in complying with all the laws, rules and regulations applicable to the Company and its operations.
- 4.3. The Employees shall act in utmost good faith and exercise due care, diligence and integrity in performing their duties.
- 4.4. The Employees shall not involve in taking any decision on a subject matter in which a conflict of interest arises or which, in his/her opinion, is likely to arise.
- 4.5. The Employees shall ensure that they shall protect the Company's and Subsidiaries' assets and properties including physical assets, information and intellectual rights and not use the same for their personal gain.

5. RESTRICTED ACTIONS

The Employees shall not undertake any corrupt practices while conducting the Company's or its Subsidiaries' business. No Employee will offer or provide either directly or indirectly any undue pecuniary or other advantages for the purpose of obtaining, retaining, directing or securing any improper business advantage.

- 5.1. The Employees shall not seek or accept any compensation (in any form), directly or indirectly, for services performed for the Company, or its Subsidiaries, from any source other than the Company, or its Subsidiaries.
- 5.2. The Employees shall not receive any gifts, payments or favours in whatsoever form from Company's or its Subsidiaries' business associates including consultants or vendors or suppliers or transporters or contractors or sub-contractors or service providers etc, which can be perceived as being given to gain favour or dealing with the Company or its Subsidiaries and shall ensure that the Company's and or its Subsidiaries' interests are never compromised. Further, Employees shall not give, directly or indirectly, any gift or hospitality, to a person, groups or organization in the course of performing their official duties which may affect the functioning of their office or influence their actions in favour of the company or act as an inducement to get or retain the business.
- 5.3. The Employees shall not accept directly or indirectly, any gift or hospitality, from any person, groups or organization in the course of performing their duties to the Company and its Subsidiaries, or to gain an unfair advantage.
- 5.4. The Employees shall not make, directly or indirectly, any Facilitation Payments. Although certain countries may have a practice of Facilitation Payments, such payments are prohibited under Indian anti-corruption laws and the Company or its Subsidiaries do not partake in any of these.
- 5.5. The Employees are strictly forbidden to accept any, improper payment or inappropriate favour of any other kind, which includes but is not limited to kickbacks or kickback schemes, especially in cash forms, unexplained rebates, payments for advertising or disguised allowances or expenses, or personal favours such as club memberships, entertainment and preferential treatments.
- 5.6. The Employees shall not make any charity payments in order to obtain commercial advantages.
- 5.7. Charitable contributions made by the Company, or its Subsidiaries to community projects or charities need to be made in compliance with applicable laws, this Policy all other relevant policies and procedures of the Company. Any such sponsorship must be properly documented, duly approved by the Competent Authority and duly reported as per extant policies and procedures.
- 5.8. The Company, and its subsidiaries, must in all circumstances avoid charitable contributions or sponsorships that might be a disguised mechanism for Corruption.
- 5.9. The Employees shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.

- 5.10. The Employees shall not provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized and shall avoid any dealings with the Company's business associates including consultants or vendors or suppliers or transporters or contractors or sub-contractors or service providers etc that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company or by its Subsidiaries.
- 5.11. The Employees, transacting on behalf of the Company, or its Subsidiaries, shall avoid conducting business with (a) a relative (b) a private limited company in which he or his relative is a member or a director (c) a public limited company in which he or his relative holds 2% or more shares or voting right and (d) with a firm in which the relative is a partner, except with the prior approval of the Board, and shall make proper disclosure of related party transactions to the Board of Directors, the chairman and managing director or the Competent Authority under the provisions of Accounting Standard 18 issued by the Institute of Chartered Accountants of India.
- 5.12. The Employees shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy resulting in a conviction.

6. THIRD PARTY

- 6.1. All dealings with Third Parties shall be carried out with the highest standards of integrity and in compliance with all relevant and applicable laws and regulations.
- 6.2. Third Party selection should never be based on receipt or expectation of a gift, hospitality, payment or favour of any kind or manner.
- 6.3. The Company and its Subsidiaries, shall ensure that appropriate due diligence is conducted and properly documented for any Third Party Transaction.
- 6.4. The Company's or its Subsidiaries' Third Parties operating in multiple jurisdictions must adhere to the laws applicable to their jurisdictions which include but are not limited to laws on anti-corruption, trade controls, anti-trust, Conflict of Interest, human rights and labour practices, and health, safety and environment.

7. PREVENTION SYSTEM

7.1. Monitoring of Transactions

- 7.1.1 The Company or its Subsidiaries shall maintain records and accounts that accurately and fairly reflect transactions and dispositions of assets and will monitor internal accounting controls to ensure compliance with anti-corruption laws and this Policy.

7.1.2 Any off-record payments and any form of fraudulent accounting or falsification of books and records are prohibited.

7.1.3 Every Employee has an obligation to report all transactions accurately and ensure no payments are made based on false or fabricated documentation.

7.2. Internal Controls

7.2.1 The Company or its Subsidiaries shall ensure that it maintains an effective system of internal financial controls.

7.3. Communication

7.3.1 The Company's or its Subsidiaries' approach of zero-tolerance policy towards corruption and details of this Policy shall be communicated to all Employees of the Company and its Subsidiaries.

7.3.2 The Company and its Subsidiaries, will communicate the Policy for its implementation to all Employees and will post this Policy on the Company's website.

7.3.3 This Policy shall be circulated to all the Employees and the persons to whom its applicable through e-mails/prominent display in notice boards at the registered office/corporate office/regional offices/all project camp offices & sites and any other operational sites /offices/facilities/locations.

8. REPORTING

8.1. Every person to whom this policy applies to, is encouraged to raise their concerns about any Corruption issues or suspicion of malpractice at the earliest possible stage. If any stakeholder, believes or suspects that any designated persons, or any other person acting for or on behalf of the Company, may have engaged in conduct inconsistent with this Policy or any Applicable Laws of the land related to Corruption, the Employee or person associated with the Company may raise the concern to the Compliance Officer.

8.2. The Company or its Subsidiaries, will not condone any threats or acts of retaliation against any individuals who raise their concerns in good faith under this Policy and is committed to ensure that no individual suffers any detrimental treatment such as dismissal from employment, Disciplinary Action, threats or other unfavourable treatment connected with raising a concern.

8.3. Every person, to whom this Policy applies too, is encouraged to raise their concerns about any Corruption issue or suspicion of malpractice at the earliest possible stage.

9. DISCIPLINARY ACTION

- 9.1. The Company and its Subsidiaries shall impose disciplinary actions on the Employees found to have breached this Policy, in a manner that is fair, consistent and that reflects the nature and facts of the violation. Anyone subject to this Policy who violates it, may face disciplinary actions up to and including termination of his or her employment for cause and without notice.

10. DISCLOSURE OF INFORMATION

- 10.1. The Employees and persons to whom this Policy is applicable should be required to disclose to the Senior Management whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the Company or its Subsidiaries.

Duly modified by the Board of Directors on 15.02.2025