

**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 **26th Annual General Meeting (AGM)** of the Members of **PNC Infratech Limited** will be held on **Monday, September 29, 2025 at 11:30 A.M. (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") 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, 2025, 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, 2025, along with the report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr Chakresh Kumar Jain, Managing Director, (DIN: 00086768) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr Talluri Raghupati Rao, Whole Time Director, (DIN: 01207205) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **RATIFICATION OF REMUNERATION PAYABLE TO M/S. GAURAV JAIN & ASSOCIATES, COST ACCOUNTANT, COST AUDITOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of

the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act"), remuneration of ₹ 1,00,000/- Per Annum (Rupees one lakh only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses on actual basis, to M/s. Gaurav Jain & Associates, Cost Accountant (Firm Registration Number – 004160) Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year ended March 31, 2026 be and is hereby confirmed, ratified and approved.

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

6. **TO APPROVE THE APPOINTMENT OF M/S. DR ASSOCIATES PRACTICING COMPANY SECRETARIES, AS THE SECRETARIAL AUDITOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of section 179, 204 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act 2013, ("the Act") and Regulation 24A of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendation of the Audit Committee and Board, consent of the Members, be and is hereby accorded for appointment of M/s. DR Associates, Company Secretaries as Secretarial Auditor of the Company for a term of 5 years effective from financial year 2025-26 till the financial year 2029-30 at remuneration of ₹ 6.6 Lakhs Per Annum, as mutually decided by the Board and Secretarial Auditor.

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RESOLVED FURTHER THAT Mr Chakresh Kumar Jain, Managing Director or Mr Tapan Jain, Company Secretary of the Company be and is hereby authorized to fix the remuneration and file necessary forms with registrar of companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said 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 282002, India

Dated: August 13, 2025

Place: Agra

NOTES

- 1. AGM through VC or OAVM:** In accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 05, 2020 read with Circular No. 14 dated April 08, 2020 and Circular No. 17 dated April 13, 2020 followed by General Circular No. 20/2020 dated May 05, 2020 read with General Circular No.02/2021 dated January 13, 2021, General Circular No.19/2021 dated December 08, 2021, General Circular No.02/2022 dated May 05, 2022, General Circular No.10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 the latest being 09/2024 dated September 19, 2024 read with other relevant circulars issued by the Ministry of Corporate Affairs (MCA) and in line with the Circulars issued by the Securities and Exchange Board of India (SEBI) from time to time (collectively referred to as the "Circulars"), has permitted the holding of Annual General Meeting through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with Circular dated January 05, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars and SEBI Circulars,

the 26th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC/OAVM on **Monday, September 29, 2025 at 11:30 A.M. (IST).**

The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at NBCC Plaza, Tower-II, 4th Floor, PushpVihar, Sector-V, Saket, New Delhi-110017.

The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 19 and available at the Company's website www.pncinfratech.com.

- 2. Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning item no. 5 and 6 to be transacted at the Meeting is annexed hereto and forms part of the Notice.
- 3. Instruction for Members regarding Proxy(s):** Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice.
- 4. Dispatch of Annual Report through Electronic Mode & Participation in AGM:** In compliance with aforesaid MCA Circulars and SEBI circular, Notice of the Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent by electronic mode to those Members whose email addresses are

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registered with the Company/Depositories and also a letter providing the web link including the exact path, where complete details of the Annual Report is available is being sent to those shareholders who have not registered their e-mail address. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2024-25 will also be available on the Company's website www.pncinfratech.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

5. Instruction for Authorized Representative:

Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to deepak@drassociates.org with copies marked to the Company at complianceofficer@pncinfratech.com and to its RTA at enotices@mufgintime.co.in

6. Quorum:

Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Registrar & Share Transfer Agents and Depository Participant:

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.

8. Nomination Facility:

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

9. Book Closure:

In terms of amendment made by SEBI Listing Regulations under Regulation 42 and in reference of BSE and NSE Circular dated 07/02/2025, requirement of Book Closure has been omitted. Hence the Company are not required to announce dates of closure of their transfer books for any purpose.

10. Consolidation of Multiple Folios:

Members are requested to consolidate their shareholdings under multiple folios to eliminate the receipt of multiple communications and this would ensure that future correspondence/ corporate benefits could then be sent to the consolidated folio.

11. 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, MUFG Intime India Private Limited ("RTA" or "Registrar" or "MUFG Intime").

12. IEPF:

The MCA had notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority.

The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid /unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed dividends lying with the Company are also available on the website of the Company.

During the year, the Company credited and paid Unpaid/ Unclaimed dividend amount to the Investor Education and Protection Fund (IEPF) for the FY 2016-17.

13. Inspection by Members:

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 and all other documents referred in the Notice will be available for inspection in electronic mode.

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 10 (ten) days before the date of the

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Meeting, so as to enable the Company to keep the information ready. Members are requested to write to the Company on complianceofficer@pncinfratech.com for inspection of said documents.

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

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 be available for inspection on the website of the Company www.pncinfratech.com.

- 15. Scrutinizer:** 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 voting process in a fair and transparent manner.

16. Dividend:

- i) The Board of Directors has recommended a Final Dividend of ₹ 0.60/- (Rupee Sixty Paise only) (@ 30%) Equity Share of ₹ 2/- each for the financial year ended March 31, 2025, subject to the approval of the Shareholders at the AGM. Pursuant to the provisions of Section 123 of the Companies Act, 2013, the payment of Final Dividend on Equity Shares, upon declaration by the Shareholders at the AGM, will be made within 30 days from the date of declaration to those members whose names appear in the Register of Members/list of Beneficial Owners as on Monday, September 22, 2025, being the record date.
- ii) Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- iii) Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered or if it has changed, as mandated by Securities and Exchange Board of India ("SEBI").
- iv) Shareholders holding shares in dematerialized mode are requested to register complete bank account details with the Depository Participant(s)

and shareholders holding shares in physical mode shall send a duly signed request letter to MUFG Intime India Private Limited mentioning the name, folio no., bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first shareholder on the original cancelled cheque or initials on the cheque, bank attested copy of first page of the Bank Passbook/ Statement of Account along with the original cancelled cheque shall be provided. The Company or its Registrar 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 only to the respective Depository Participant of the Members.

- v) In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants/ demand drafts/ cheques to such shareholder by post.
- vi) In terms of the provisions of the Income Tax Act, 1961 ("the Act"), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company is taxable in the hands of shareholders. The Company shall, therefore, be required to deduct tax at source ('TDS') at the time of making the payment of final dividend at the applicable tax rates. The rate of TDS would depend upon the category and residential status of shareholders and the documents submitted and duly accepted by the Company.

As it is important for the Company to receive the relevant information/ documents from shareholders to determine the rate of tax deduction, the shareholders are requested to furnish relevant documentation in the prescribed manner.

Accordingly, shareholders are hereby requested to visit the Company's website at <https://www.pncinfratech.com/financials.html> wherein the Company have provided complete information relating to TDS on dividend along with the draft of the relevant documents to be submitted by the shareholders.

The shareholders are required to upload the documents on the MUFG Intime India Private Limited portal on or before Thursday, September 25, 2025 at 11:30 A.M (IST). Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction

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received post Thursday, September 25, 2025 at 11:30 A.M (IST) shall not be considered. All communications/ queries in this respect should be addressed to our RTA, MUFG Intime India Private Limited to its email address at delhi@mufgintime.co.in

17. Important Information for Shareholders:

- i. Members may note that as per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, it is mandatory for all holders of physical securities in listed entities to update their KYC with the Registrar and Share Transfer Agent ('RTA'), in case they have not updated the same.

The final dividend will be paid through electronic mode to those members whose updated bank account details are available. SEBI has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank account details and specimen signature on or before September 20, 2025.

For the purpose of updation of KYC and choice of Nomination, members are requested to send the necessary forms (ISR-1, ISR-2 and SH-13) along with the necessary attachments mentioned in the said Forms to RTA.

- ii. Members may please note that SEBI vide its Circular No. SEBI/ HO/ MIRSD/ MIRSD_RTAMB/ P/CIR/ 2022/8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. It may be noted that any service request can be processed only after the folio is KYC compliant.
- iii. Members may kindly note that in accordance with the SEBI Circular SEBI/ HO/ OIAE/ OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, the Company has registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance redressal by providing access to Online Dispute Resolution Institutions for addressing complaints.

Members can access the SMART ODR Portal via the link: <https://smartodr.in/login>. Members can use this mechanism only after they have lodged their grievance with the Company and SEBI SCORES system and are not satisfied with the outcome.

18. General Information:

- a) The record date and the cut-off date will be Monday, September 22, 2025 ("Record date"/ "Cut-off Date") to receive the final dividend for the financial year ended March 31, 2025, and for the purpose of ascertaining the names of the Members, who will be entitled to cast their votes electronically in respect of the business to be transacted at the AGM.
- b) Any person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, September 22, 2025 shall be entitled to exercise their voting rights electronically i.e. "remote e- voting" as well as "e-voting" by following the procedure mentioned in this part and may obtain the login ID and password by sending request at e-voting@mufgintime.co.in.
- c) Any person, who acquired shares of the Company and become Member of the Company after cut-off date i.e. Monday, September 22, 2025, should treat this notice for the information purpose only.
- d) The shareholders may also contact in case of any grievance connected with e-voting to:

Mr Tapan Jain

Company Secretary & Compliance Officer

Address: PNC Tower, 3/22-D, Civil Lines, Bypass Road, NH-2, Agra-282002

Email id: complianceofficer@pncinfratech.com

Phone No.: 0562-4054400

Fax No. : 0562-4070011

- e) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, September 22, 2025.
- f) As per the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results are to be submitted to the Stock Exchange(s) within two working days of conclusion of the AGM. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.pncinfratech.com; the MUFG InTime website <https://instavote.linkintime.co.in>.

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- g) Relevant details of the Directors seeking appointment/reappointment at the Annual General Meeting, as set out at Item No. 3 and 4, in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2), is annexed hereto as Annexure A. Requisite declarations/consents have been received from the Directors for seeking appointment/re-appointment.

19. Voting through electronic means (Remote E-Voting or E-Voting):

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard-2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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 MUFG Intime India Private Limited (MUFG Intime).

The instructions for shareholders for remote-voting are as follows:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".

Enter User ID and Password. Click on "Login"

After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- Click on New System Myeasi Tab

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- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.

- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on **"Sign Up"** under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

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- Set the password of your choice
(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).
- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on **"Login"** under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - E. After selecting the desired option i.e. Favour / Against, 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.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Investor Mapping"** tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name' – Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' – Enter your 10-digit PAN.
 - D. 'Power of Attorney' – Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
 - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.
- c) Enter the **"Event No."** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter **"16-digit Demat Account No."** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, 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.

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OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select **"View"** icon for **"Company's Name / Event number"**.
- E-voting page will appear.
- Download sample vote file from **"Download Sample Vote File"** tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both,

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then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025, by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
- Select the "Company Name" and register with your following details:
- Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the Company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have

not updated their Mobile No with the DP shall enter the mobile no.

- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company by sending request on complianceofficer@pncinftratech.com.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
- Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet
- Click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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- e) 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'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

All grievances connected with the facility for voting by electronic means may be addressed to Mr Rajiv Ranjan, Asst. Vice President (MUFG Intime) Address C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083 on aforesaid details.

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO PROVISIONS OF THE COMPANIES ACT, 2013 ("THE ACT")

As required by provisions of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under **Item Nos. 5** of the accompanying Notice:

ITEM No. 5

The Board of Directors of the Company on recommendation made by Audit Committee, has approved the appointment of M/s. Gaurav Jain & Associates, Cost Accountant (Firm Registration Number - 004160) as the Cost Auditor of the Company for conducting the audit of the cost records and statements of the Company for the Financial Year 2025-26 with remuneration of ₹ 1,00,000/- per annum 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, 2026 by passing an Ordinary Resolution as set out at Item No. 5 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. 5 of this Notice for approval of the Members.

ITEM No. 6

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations, 2015"), every listed Company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary. For this purpose, based on the recommendation of the Audit Committee, the Board of Directors of the Company had appointed M/s DR Associates, a firm of Practicing Company Secretaries, as Secretarial Auditors of the Company for the financial year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations, 2015. The amended regulations require, inter alia, listed companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary as per certificate issued by Institute of Company Secretaries of India and should not have incurred any of the disqualifications as specified by SEBI.

M/s DR Associates had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in Regulation 24A (1A) of the Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

Details in relation to credentials of the Secretarial auditor(s) proposed to be appointed

M/s DR Associates having rich and varied experience in the areas of Listed and unlisted Companies, Corporate Governance audit, Secretarial Compliance Report and other certifications for ESOPs, Preferential Allotments, Advisory and providing various professional services in Corporate Restructuring viz. Mergers, Amalgamations, Demergers, Fast Track mergers, Slump sale, Corporate Insolvency Resolution Process and Winding up of Companies including Voluntary Liquidation, Advisory and Consultancy under various Foreign Exchange laws viz. Foreign Direct Investment, External Commercial Borrowings and Compliances for setting up wholly owned subsidiaries and Joint ventures abroad and Handled assignments of Compounding of Offences under Companies Act, 2013 from Hon'ble NCLT and Regional Director, NR, MCA and Compounding of violation of Foreign Exchange laws from Reserve Bank of India.

Furthermore, in terms of the amended regulations, the firm has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. Moreover they are not disqualified from being appointed as Secretarial Auditor and that they have no conflict of interest. Further they have furnished a declaration that they have and shall not take up any prohibited non-secretarial audit assignments for the Company, its Holding and Subsidiary Companies.

Basis of recommendation

After evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting

NOTICE (Contd.)

held on May 30, 2025, proposed the appointment of M/s. DR Associates, a firm of Practicing Company Secretaries as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from Financial Year 2025-26 until Financial Year 2029-30 commencing from the conclusion of this Annual General Meeting and ending with the AGM to be held in FY 2029-30 at a remuneration of ₹ 6.60 Lakhs per annum.

The Resolution at Item No.6 of the Notice is being recommended by the Audit Committee and the Board of Directors for approval of the members as an Ordinary Resolution pursuant to section 204 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the proposed 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 282002, India

Dated: August 13, 2025

Place: Agra

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ANNEXURE A

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT 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 Chakresh Kumar Jain	Mr Talluri Raghupati Rao
DIN	00086768	01207205
Date of Birth	December 01, 1963	February 15, 1964
Date of First Appointment	August 09, 1999	August 10, 2019
Date of last re-appointment	October 01, 2021	August 10, 2024
Qualification and Experience in Specific functional area	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 Post Graduate Diploma in Construction Management. Mr Rao is having over three and half decades of progressively responsible experience in 'Planning, Engineering, Development, Implementation and Management of infrastructure projects across sectors including highways, expressways, bridges, airports, ports, industrial area development, urban transport and urban infrastructure.
Terms & Conditions of re-appointment	As per Company's Nomination and Remuneration (NRC) Policy	
Details of remuneration sought to be paid	₹ 412.88 Lakhs per annum	₹ 118.70 Lakhs per annum
Remuneration last drawn [In ₹]	₹ 375.34 Lakhs per annum	₹ 107.91 Lakhs per annum
Shareholding in the Company (No. of Equity Share of Face Value of ₹ 2/- each)	25,14,000	17,000
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Pradeep Kumar Jain (Brother) Mr. Yogesh Jain (Brother)	None of Directors and KMP are Relatives
The number of Meetings of the Board attended during FY 2024-25	Four	Four
Directorship in other Companies	Director in – 1. PNC Infra Holdings Limited 2. PNC Cold Storage Private Limited 3. PNC Mining Private Limited	Director in – 1. PNC Delhi Industrialinfra Private Limited 2. Indian Highways Management Company Limited
Membership/ Chairmanship of Committees of other Boards	PNC Infratech Limited: CSR Committee- Chairman Risk Management Committee -Chairman Stakeholders Relationship Committee- Member	Nil
	PNC Infra Holdings Limited: CSR Committee- Chairman	
Name of Listed Entities from which they resigned as a Director in the past three years	N.A.	N.A.