

PNC Infratech Limited

An ISO : 9001-2008 Certified Company

Ref No: PNC/SE/24/19-20

Date: 29.05.2019

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

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

Dear Sir,

Sub: Annual Secretarial Compliance Report pursuant to SEBI Circular

In compliance of Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are enclosed herewith the Annual Secretarial Compliance Report of the Company, dated May 24, 2019, for the year ended March 31, 2019, certified by M/s. DR Associates, Company Secretaries.

We request you to take the above information on record.

For PNC Infratech Limited

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



Encl: a/a



Corporate Office : PNC Tower,
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NH-2, Agra-282002

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91-562-4070000 (30 Lines)

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Email : ho@pncinfratech.com

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Web. : www.pncinfratech.com
CIN : L45201DL1999PLC195937



**Secretarial Compliance Report of PNC Infratech Limited for the
financial year ended 31st March 2019**

We, DR Associates, Company Secretaries, have examined:

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

for the year ended 31st March 2019 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;
- (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;
- (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) Regulations, 2014; *Not Applicable to the Company during the financial year under review*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not Applicable to the Company during the financial year under review*





- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *Not Applicable to the Company during the financial year under review.*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

and based on the above examination, we hereby report that, during the year under review:

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

Sr. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
THERE IS NO SUCH INSTANCE			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.
THERE IS NO SUCH INSTANCE				






(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observation of the Practicing Company Secretary in the previous reports	Observation made in the secretarial compliance report for the year ended... (the year are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
THERE IS NO SUCH INSTANCE				

For DR Associates
Company Secretaries




Suchitta Koley
Partner
FCS: 1647
CP No.: 714

Place: New Delhi
Date: May 24, 2019