

PNC CAPITAL TRUST LTD.

Regd. Office: 8, Ganesh Chandra Avenue, 1st Floor, Saha Court, Kolkata - 700013.

Tel: (033) 2234-8824

E-mail: pnc.capitaltrust@gmail.com

(CIN: L51226\VB1984PLC037985)

<https://pnccapitaltrust.in/>

Date: 20/05/2024

The Listing Department
The Calcutta Stock Exchange
Ltd.
7, Lyons Range,
Kolkata -

700001 Sir,

Sub: Submission of Secretarial Compliance Report under Regulation 24A of
SEBI (LODR), 2015.

Pursuant to Regulation 24A of SEBI (LODR), 2015 Please find enclosed
herewith Secretarial Compliance Report for the year ended 31.03.2024.

Thanking you,

Yours faithfully,

For PNC CAPITAL TRUST LTD.



ARVIND KHEMKA
MANAGING DIRECTOR
DIN: 00428495

Secretarial Compliance report of M/s. PNC Capital Trust Limited having its Registered office at 8, Ganesh Chandra Avenue, 1st Floor, Saha Court, Kolkata-700013, and having CIN: L51226WB1984PLC037985 for the Financial year ended on 31/03/2024.

I have examined:

- (a) All the documents and records made available to me and explanation provided by M/s. PNC Capital Trust Limited ("the listed entity").
- (b) the filings/submissions made by the listed entity to the stock exchanges.
- (c) Website of the listed entity : **M/s. PNC Capital Trust Limited which is <https://pnccapitaltrust.in/>**
- (d) any other document /filing as may be relevant which has been relied upon to make this certification , for the year ended 31/03/2024 ("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 :-

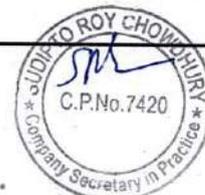
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 **(Not applicable to the Company during the Audit period)**
- (c) Securities 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 Audit Period.);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) And Sweat Equity Regulations, 2021. **(Not applicable to the Company during the Audit Period.);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations , 2008**(Not applicable to the Company during the Audit Period.);**
- (g) Securities and Exchange Board of India(Issue and Listing of Non –Convertible Securities) Regulations, 2021. **(Not applicable to the Company during the Audit Period.);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 : **(Not applicable to the Company during the Audit Period.);**



ANNUAL SECRETARIAL COMPLIANCE REPORT

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	The Company has complied with the applicable Secretarial Standards issued by ICSI in respect of its Board and General meetings.
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities - 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	The Company has complied with all the applicable SEBI Regulation as prescribed in SEBI (LODR) 2015.
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> - The Listed entity 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	The Company is maintaining functional website in which timely dissemination of all documents/information are made. The weblink of the said website is https://pnccapitaltrust.in/corporate_governance.shtml
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None of the directors are disqualified under section 164 of the Companies Act, 2013
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	NA	The company does not have any subsidiary.



ANNUAL SECRETARIAL COMPLIANCE REPORT

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
6.	<p>Preservation of Documents:</p> <p>The listed entity 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	The company is preserving and maintaining requisite records.
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI</p>	Yes	The listed entity has conducted performance evaluation.
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has</p>	Yes	There is only one related party transaction i. e. payment of remuneration to KMP for which prior approval of the audit committee has been obtained. Else there is no related party transaction during the financial year as on 31-03-2024.
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule 111 of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	All the required disclosures as provided under regulation 30 which are applicable to the company have been made by the company.
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	NA	It is not applicable for the company.
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ 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 except as provided under separate paragraph herein.</p>	Yes	No action has been taken against the company, its directors by SEBI.

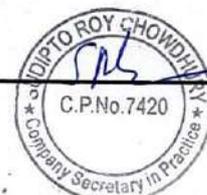


ANNUAL SECRETARIAL COMPLIANCE REPORT

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional Non-compliance is there.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	There is no resignation of Auditor during the financial year 2023-24.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	Do
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	Do
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	There was no such incidence during the financial year 2023-2024. Moreover the company does not have any subsidiary.



ANNUAL SECRETARIAL COMPLIANCE REPORT

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAINFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	There is no resignation of Auditor during the financial year 2023-24.
		NA	
		NA	No such disclosures is required in the audit report.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	There is no resignation of Auditor during the financial year 2023-24.



ANNUAL SECRETARIAL COMPLIANCE REPORT

(a) (**) The listed entity 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	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					
NA										

(b) The listed entity 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 Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					
NA										



And circulars/guidelines issued thereunder:

and based on the above examination , I hereby report that, during the Review Period

the listed entity has complied with the provisions of the above Regulations so far as applicable to it and circulars/
guidelines issued thereunder .

Place : Kolkata

Signature :

Date : 18/05/2024



Name : Sudipto Roy Chowdhury

ACS: 17130

C.P. No- 7420

UDIN: **A017130F000398005**

