

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L45203MH2001PLC131728

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCG8641H

(ii) (a) Name of the company

GAMMON INFRASTRUCTURE P

(b) Registered office address

ORBIT PLAZA CHS LIMITED, 5TH FLOOR,
PLOT NO.952/954, NEW PRABHADEVI ROAD,
MUMBAI
Mumbai City
Maharashtra
400025

(c) *e-mail ID of the company

compliances@gammoninfra.cc

(d) *Telephone number with STD code

02267487200

(e) Website

www.gammoninfra.com

(iii) Date of Incorporation

23/04/2001

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	A (Bombay & National Stock Exchange)	1,025

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 30/09/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 29

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BIRMITRAPUR BARKOTE HIGHV	U45200DL2012PTC234342	Subsidiary	100
2	COCHIN BRIDGE INFRASTRUCT	U45200MH1999PLC122317	Subsidiary	97.66

3	CHITTOOR INFRA COMPANY PR	U74990MH2010PTC210401	Subsidiary	100
4	EARTHLINK INFRASTRUCTURE	U74990MH2010PTC210405	Subsidiary	100
5	GAMMON LOGISTICS LIMITED	U45309MH2007PLC171578	Subsidiary	100
6	GAMMON PROJECTS DEVELOP	U45200MH2006PLC159107	Subsidiary	100
7	GAMMON RENEWABLE ENERG	U74990MH2009PLC194805	Subsidiary	100
8	GAMMON ROAD INFRASTRUC	U74990MH2009PLC194822	Subsidiary	100
9	GAMMON SEAPORT INFRASTR	U74990MH2009PLC194663	Subsidiary	100
10	HARYANA BIOMASS POWER LI	U40102MH2007PLC173416	Subsidiary	100
11	INDIRA CONTAINER TERMINAL	U63032MH2007PTC174100	Subsidiary	74
12	YOUNGTHANG POWER VENTU	U40101HP2008PLC030953	Subsidiary	100
13	MARINE PROJECT SERVICES LIM	U61100MH2007PLC168759	Subsidiary	100
14	PATNA HIGHWAY PROJECTS LI	U74999DL2009PLC197265	Subsidiary	100
15	PRAVARA RENEWABLE ENERGY	U45202MH2008PLC185428	Subsidiary	100
16	RAS CITIES AND TOWNSHIPS P	U70102TG2005PTC047148	Subsidiary	100
17	RAJAHMUNDRY GODAVARI BR	U45203MH2008PLC185941	Subsidiary	75.28
18	SEGUE INFRASTRUCTURE PROJ	U74900MH2010PTC210430	Subsidiary	100
19	SIDHI SINGRAULI ROAD PROJE	U74999DL2012PLC234738	Subsidiary	100
20	SIKKIM HYDRO POWER VENTU	U40100DL2005PLC257673	Subsidiary	100
21	TADA INFRA DEVELOPMENT CO	U45400MH2008PLC186002	Subsidiary	100
22	TIDONG HYDRO POWER LIMITI	U40101HP2007PLC030774	Subsidiary	51
23	VIJAYAWADA GUNDUGOLANU	U74990DL2012PTC232205	Subsidiary	100
24	VIZAG SEAPORT PRIVATE LIMIT	U45203AP2001PTC038955	Subsidiary	73.76
25	YAMUNANAGAR PANCHKULA	U74999DL2012PTC234340	Subsidiary	100
26	SEZ ADITYAPUR LIMITED.	U45200JH2006PLC012633	Associate	38
27	MODERN TOLLROADS PRIVATE	U45203MH2007PTC173503	Associate	49

28	ATSL INFRASTRUCTURE PROJE	U45400MH2007PLC169995	Associate	48.9
29	EVERSUN SPARKLE MARITIME S	U60210AP2004PTC044374	Associate	30.9

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,250,000,000	942,640,974	942,640,974	941,830,724
Total amount of equity shares (in Rupees)	2,500,000,000	1,885,281,948	1,885,281,948	1,883,661,448

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,250,000,000	942,640,974	942,640,974	941,830,724
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	2,500,000,000	1,885,281,948	1,885,281,948	1,883,661,448

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	941,830,724	1,883,661,448	1,883,661,448	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	941,830,724	1,883,661,448	1,883,661,448	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0

iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			8,055,932,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,439,455,000
Deposit			0
Total			9,495,387,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

228,904,000

(ii) Net worth of the Company

8,593,282,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	193,999,800	20.6	0	
10.	Others	0	0	0	
	Total	193,999,800	20.6	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	427,326,130	45.37	0	
	(ii) Non-resident Indian (NRI)	16,054,711	1.7	0	
	(iii) Foreign national (other than NRI)	2,059	0	0	

2.	Government				
	(i) Central Government	3,000	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	176,215,026	18.71	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	11,829,652	1.26	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	106,173,536	11.27	0	
10.	Others Foreign Portfolio Investors	10,226,810	1.09	0	
	Total	747,830,924	79.4	0	0

Total number of shareholders (other than promoters)

71,658

**Total number of shareholders (Promoters+Public/
Other than promoters)**

71,659

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	68,220	71,658
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	5	1	4	0.27	0
(i) Non-Independent	1	2	1	1	0.27	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	4	0.27	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sushil Chandra Tripathi	00941922	Director	0	21/05/2019
Kishore Kumar Mohanty	00080498	Managing Director	2,603,456	
Homai Daruwalla	00365880	Director	541	
Chayan Bhattacharjee	00107640	Director	51,342	
Mahendra Kumar Agarw	02749002	Additional director	0	
Naresh Parbat Sasanwa	AWUPS7977A	CFO	0	
Kaushal Jaykumar Sha	BJPPS0732J	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Abhijit Rajan	00177173	Director	07/05/2018	Cessation
Sanjay Niranjana Sachdev	00415170	Director	20/02/2019	Cessation
Vardhan Vasant Dharkar	00045622	Director appointed	17/01/2019	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	20/09/2018	71,108	97	16.27

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/06/2018	6	6	100
2	10/08/2018	6	6	100
3	31/10/2018	6	6	100
4	05/02/2019	6	5	83.33
5	14/02/2019	6	5	83.33
6	11/03/2019	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	13/06/2018	3	3	100
2	Audit Committee	10/08/2018	3	3	100
3	Audit Committee	31/10/2018	3	3	100
4	Audit Committee	14/02/2019	3	3	100
5	Nomination & I	13/06/2018	3	3	100
6	Nomination & I	10/08/2018	3	3	100
7	Nomination & I	31/10/2018	3	3	100
8	Nomination & I	11/03/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2019
								(Y/N/NA)
1	Sushil Chandr	6	6	100	4	4	100	No
2	Kishore Kuma	6	6	100	4	4	100	Yes
3	Homai Daruwa	6	6	100	4	4	100	Yes
4	Chayan Bhatta	6	6	100	1	1	100	Yes
5	Mahendra Kur	3	2	66.67	1	1	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Kishore Kumar Moh	Managing Direct	23,708,210	0	0	720,000	24,428,210
	Total		23,708,210	0	0	720,000	24,428,210

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Naresh Parbat Sasa	Chief Financial C	4,638,572	0	0	119,520	4,758,092
2	Kaushal Jaykumar S	Company Secre	1,541,790	0	0	41,676	1,583,466
	Total		6,180,362	0	0	161,196	6,341,558

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sushil Chandra Trip	Independent Dir	0	0	0	500,000	500,000
2	Homai Daruwalla	Independent Dir	0	0	0	500,000	500,000
3	Chayan Bhattacharj	Non Executive D	0	0	0	300,000	300,000
4	Mahendra Kumar A	Non Executive D	0	0	0	100,000	100,000
5	Sanjay Sachdev	Independent Dir	0	0	0	150,000	150,000
6	Vardhan Dharkar	Director appointe	0	0	0	150,000	150,000
	Total		0	0	0	1,700,000	1,700,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Parmy Kamani

Whether associate or fellow

Associate Fellow

Certificate of practice number

13919

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

KISHORE KUMAR MOHANTY
Digitally signed by KISHORE KUMAR MOHANTY
 Date: 2019.12.27 21:17:34 +05'30'

DIN of the director

00080498

To be digitally signed by

KAUSHA L J SHAH
Digitally signed by KAUSHAL J SHAH
 Date: 2019.12.27 21:18:32 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

GIPL - MGT 8 - 31-03-2019.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

PARMY KAMANI & CO.

PRACTICING COMPANY SECRETARY

Y/603, Veena Dynasty, Last Stop Of Evershine City, Next To Old Water Tank, Vasai (E), Mumbai-401208
Cell: 7758038915 /Email: parmykamani@gmail.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of GAMMON INFRASTRUCTURE PROJECTS LIMITED bearing Corporate Identity No. L45203MH2001PLC131728, a Company registered under the provisions of the Companies Act, 1956 and having its registered office at Orbit Plaza CHS Ltd., 5th Floor, Plot No. 952/954, New Prabhadevi Road, Prabhadevi, Mumbai-400025, as required to be maintained under the Companies Act, 2013 ('the Act') and the Rules made thereunder for the financial year ended on March 31, 2019 ('Financial Year').

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents;

I certify that:

(A) The Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.

(B) During the Financial Year, the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act- The Company is a listed Public Company.
2. Maintenance of registers/records & making entries therein within the time prescribed therefor.

The Company has maintained the following Statutory Registers:

- a) Register of Members & Share Transfer - Maintained by Registrar and Transfer Agent ('RTA');
- b) Register of Charges;
- c) Register of Loans, Guarantee, Security and acquisition made by Company;
- d) Register of Contracts with Related Party and Bodies etc. in which Directors are interested;
- e) Register of Directors and Key Managerial Personnel and their Shareholding;
- f) Register of Employee Stock Option.



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PARMY KAMANI & CO.

PRACTISING COMPANY SECRETARY

Y/603, Veena Dynasty, Last Stop Of Evershine City, Next To Old Water Tank, Vasai (E), Mumbai-401208

Cell: 7758038915 /Email: parmykamani@gmail.com

3. The Company has filed various forms and returns with the Registrar of Companies as per the provisions of the Act within the prescribed time and prescribed fees/additional fees, if any. The Company was not required to file any form and return to Regional Director, the Tribunal, Court or other authorities as per the provisions of the Act during the Financial Year.

4. The Company has held meetings of Board, various Committees and meeting of members in accordance with the provisions of the Companies Act, 2013, details of the same are as under:

Sr. No.	Type of Meeting	No. of Meetings	Dates of Meeting
1	Board Meeting	6	13.06.2018, 10.08.2018, 31.10.2018, 05.02.2019, 14.02.2019, 11.03.2019
2	Audit Committee	4	13.06.2018, 10.08.2018, 31.10.2018, 14.02.2019
3	Nomination and Remuneration Committee	4	13.06.2018, 10.08.2018, 31.10.2018, 11.03.2019
4	Stakeholders' Relationship Committee	NIL	24.04.2018 through Circular Resolution
5	Independent Director Meeting	1	11.03.2019

In respect of above mentioned meetings, proper notices were given and have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed.

5. There was no case of Closure of Register of Members.

6. As per Auditors' Report, the Company has complied with provisions of Section 185 of the Act in respect of Loans, Investments, Guarantees and Securities.

7. As per Auditors' Report, the Company is in compliance with Section 188 and Section 177 of the Companies Act, 2013, wherever applicable, for all the transactions with related parties and details of related party transactions have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.

8. There were no cases for issue/allotment/buy back of securities or Redemption of preference shares or debenture or alteration or reduction of Share Capital or conversion of Shares/Securities. Further, documents relating to transfers and transmission are maintained by the RTA.



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[Handwritten Signature]

PARMY KAMANI & CO.

PRACTICING COMPANY SECRETARY

Y/603, Veena Dynasty, Last Stop Of Evershine City, Next To Old Water Tank, Vasai (E), Mumbai-401208

Cell: 7758038915 /Email: parmykamani@gmail.com

9. There were no cases for keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of Section 126 of the Act during the Financial Year.
10. There were no cases for Declaration / payment of dividend, transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund ('IEPF') in accordance with Section 125 of the Act during the Financial Year.
11. The Company has generally complied with the requirement of signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof.
12. Disclosures of the following changes in Directors and Key Managerial Personnel were made as per requirement of the Act:
- Mr. Mahendra Kumar Agrawala was appointed as an additional director in the category of Independent Director with effect from October 31, 2018 and holds office as such up to the date of ensuing Annual General Meeting.
 - Ms. Homai Daruwalla was appointed as an additional director w. e. f. 30th June 2019 in the category of an independent director, consequent to the expiry of her tenure of 5 years as an Independent Director on 29th June 2019.
 - Mr. Abhijit Rajan vacated office of Director of the Company w.e.f. 7th May, 2018.
 - Mr. Vardhan Dharkar, Non-Executive Non-Independent Director, has resigned as Director of the Company with effect from January 17, 2019 due to his pre-occupation.
 - Mr. Sanjay Sachdev has resigned as an Independent Director of the Company with effect from February 20, 2019 due to his personal commitments.
 - Mr. Sushil Chandra Tripathi, having served as an independent director of the Company for more than 10 years since his initial appointment, has resigned as an independent director of the Company effective 21st May 2019.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Chayan Bhattacharjee is liable to retire by rotation at the ensuing Annual General Meeting and has offered himself for re-appointment.

Independent Directors of the Company have furnished necessary declarations to the Company under Section 149(7) of the Companies Act, 2013, confirming that they meet with the criteria of Independence as prescribed for Independent Directors under Section 149(6) of the Act and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015, (hereinafter "SEBI Listing Regulations").



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PARMY KAMANI & CO.

PRACTISING COMPANY SECRETARY

Y/603, Veena Dynasty, Last Stop Of Evershine City, Next To Old Water Tank, Vasai (E), Mumbai-401208

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During the Financial Year, one of the observations is as follows:

Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- The Company is required to submit the Audited financial results within 60 days from the end of the financial year, i.e.: by 30th May 2018. However, the said Audited financial results were submitted to the stock exchanges with a delay of 14 days. National Stock Exchange of India Limited had imposed a penalty of Rs. 70,000/- vide its letter dt. 15.6.2018. The Company has paid the said penalty of Rs. 75,600/- (including taxes) vide NEFT on 28th June 2018 and intimated vide covering letter Dt. 30.06.2018

13. M/s. Nayan Parikh & Co., were appointed as the statutory auditors of the Company at the Annual General Meeting held on December 19, 2017 to hold office conclusion of this Sixteenth Annual General Meeting until the conclusion of the Twenty First Annual General Meeting.

14. There were no approvals required from Regional Director, Court or such other authorities under the various provisions of the Act.

15. There was no acceptance /renewal/ repayment of deposits under Sections 73 to 76 of the Act.

16. There were no borrowings by the Company from its directors or members and there were no cases fresh Borrowing from public financial institutions, banks or others. No modification / satisfaction of charges were filed with Registrar of the Companies during the Financial Year.

17. Loans and Investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of the Section 186 of the Act are given under Notes to accounts of Financial Statements of the Company.

18. During the Financial Year, there were no alterations in Memorandum of Association or Articles of Association of the Company.

On Subsidiary Companies:

Canara Bank Securities Limited ("Security Trustee"), had invoked pledge on 10,40,19,039 equity shares of Rs.10/- each constituting 51% of equity shares of Rajahmundry Godavari Bridge Limited ("RGBL"), held by the Company into their DP account on 30 th October 2018 as per the instructions from Canara Bank, Lead Bank of the Consortium of Lenders to RGBL thereby reducing Company's shareholding from 75.28% to 24.28%.



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P. Samra

PARMY KAMANI & CO.

PRACTICING COMPANY SECRETARY

Y/603, Veena Dynasty, Last Stop Of Evershine City, Next To Old Water Tank, Vasai (E), Mumbai-401208

Cell: 7758038915 /Email: parmykamani@gmail.com

In this regard, the Company had written to the Lead Bank / Security Trustee for assigning a value to the invoked pledged shares. In response to the same, the Lead Bank has informed to the Company that the invoked pledged shares of RGBL are currently held by the Security Trustee as collateral and the Lenders have not appropriated the pledged shares against outstanding dues nor have the pledged shares been sold to any third party for realising the outstanding dues. Given that the pledged shares are not transferred to the DP account of the Lenders or any third party, the beneficial ownership of the pledged shares currently vests with the Company only.

Accordingly, the beneficial shareholding of the Company in RGBL stands at 75.28% and RGBL de facto continues to be a subsidiary of the Company.

Ministry of Corporate Affairs (MCA) has approved the closure of following subsidiaries and step-down subsidiaries of the Company:

1. Ghaggar Renewable Energy Private Limited(w.e.f. 23/03/2019);
2. Lilac Infraprojects Developers Limited (w.e.f. 25/03/2019);
3. Tangri Renewable Energy Private Limited (w.e.f. 28/03/2019); and
4. Yamuna Minor Minerals Private Limited(w.e.f. 30/03/2019)

The activities of above companies stands closed with effect from dates mentioned above. An application in Form STK-2 has been filed with the Ministry of Corporate Affairs ("MCA") by the Jaguar Projects Developers Limited, a subsidiary of the Company for striking off the name from the register maintained by the Registrar of Companies.

For PARMY KAMANI & CO.,
Practicing Company Secretary



P. Kamani

Proprietor
M. No. A 27788
COP No. 13919

Place: Mumbai
Date: 27.12.2019
UDIN: A027788A000511084