

# 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

THIRD FLOOR, PLOT NO.3/8, HAMILTON HOUSE,  
J N HERADIA MARG, BALLARD ESTATE  
MUMBAI  
Mumbai City  
Maharashtra  
400032

(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 (BSE and NSE)	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 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/09/2020

(b) Due date of AGM 31/12/2020

(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 28

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	MARINE PROJECT SERVICES LIM	U61100MH2007PLC168759	Subsidiary	100
13	PATNA HIGHWAY PROJECTS LI	U74999DL2009PLC197265	Subsidiary	100
14	PRAVARA RENEWABLE ENERGY	U45202MH2008PLC185428	Subsidiary	100
15	RAS CITIES AND TOWNSHIPS P	U70102TG2005PTC047148	Subsidiary	100
16	RAJAHMUNDRY GODAVARI BR	U45203MH2008PLC185941	Subsidiary	75.28
17	SEGUE INFRASTRUCTURE PROJ	U74900MH2010PTC210430	Subsidiary	100
18	SIDHI SINGRAULI ROAD PROJE	U74999DL2012PLC234738	Subsidiary	100
19	SIKKIM HYDRO POWER VENTU	U40100DL2005PLC257673	Subsidiary	100
20	TADA INFRA DEVELOPMENT CO	U45400MH2008PLC186002	Subsidiary	100
21	TIDONG HYDRO POWER LIMITI	U40101HP2007PLC030774	Subsidiary	51
22	VIJAYAWADA GUNDUGOLANU	U74990DL2012PTC232205	Subsidiary	100
23	VIZAG SEAPORT PRIVATE LIMIT	U45203AP2001PTC038955	Subsidiary	73.76
24	YAMUNANAGAR PANCHKULA	U74999DL2012PTC234340	Subsidiary	100
25	YOUNGTHANG POWER VENTU	U40101HP2008PLC030953	Subsidiary	100
26	MODERN TOLLROADS PRIVATE	U45203MH2007PTC173503	Associate	49
27	ATSL INFRASTRUCTURE PROJE	U45400MH2007PLC169995	Associate	48.9

28	ELGAN INDIA MARTRADE PRIV	U60210AP2004PTC044374	Associate	30.9
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#### 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

<b>Equity shares</b>				
<b>At the beginning of the year</b>	941,830,724	1,883,661,448	1,883,661,448	
<b>Increase during the year</b>	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				
<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	941,830,724	1,883,661,448	1,883,661,448	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	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				

<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	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		<input type="text"/>	
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

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

Ledger Folio of Transferee	<input type="text"/>
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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			194,414,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			12,505,844,000
Deposit			0
<b>Total</b>			<b>12,700,258,000</b>

**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
<b>Total</b>					

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

8,384,819

**(ii) Net worth of the Company**

6,586,659,106

**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	
	<b>Total</b>	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	456,695,462	48.49	0	
	(ii) Non-resident Indian (NRI)	16,637,287	1.77	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	161,789,566	17.18	0	
5.	Financial institutions	20,959	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)	85,542,516	9.08	0	
10.	Others Foreign Portfolio Investors,	15,310,423	1.63	0	
	<b>Total</b>	747,830,924	79.41	0	0

**Total number of shareholders (other than promoters)**

72,163

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

72,164

**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)	71,658	72,163
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

<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	4	1	3	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	3	0	2	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	<b>1</b>	<b>4</b>	<b>1</b>	<b>3</b>	<b>0</b>	<b>0</b>

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

6

**(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)
Homai Daruwalla	00365880	Director	541	
Mahendra Kumar Agarwal	02749002	Director	0	
Chayan Bhattacharjee	00107640	Whole-time director	51,342	
Jaysingh Ashar	07015068	Director	5,405	
Naresh Parbat Sasanwal	AWUPS7977A	CFO	0	21/12/2020
Kaushal Jaykumar Shah	BJPPS0732J	Company Secretary	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)
SUSHIL CHANDRA TR	00941922	Director	21/05/2019	Cessation
CHAYAN BHATTACHA	00107640	Whole-time director	15/12/2019	Change in designation
KISHORE KUMAR MOH	00080498	Managing Director	27/12/2019	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	30/09/2019	71,450	40	21.04

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2019	4	4	100
2	31/08/2019	4	4	100
3	10/10/2019	4	4	100
4	27/11/2019	4	4	100
5	13/02/2020	3	3	100

### C. COMMITTEE MEETINGS

Number of meetings held

9

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	29/05/2019	3	3	100
2	Audit Committee	31/08/2019	3	3	100
3	Audit Committee	27/11/2019	3	3	100
4	Audit Committee	13/02/2020	3	3	100
5	Nomination & I	29/05/2019	3	3	100
6	Nomination & I	10/10/2019	3	3	100
7	Nomination & I	27/11/2019	3	3	100

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
8	Nomination & I	13/02/2020	2	2	100
9	Stakeholders F	13/02/2020	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	
1	Homai Daruwa	5	5	100	9	9	100	Yes
2	Mahendra Kur	5	5	100	9	9	100	Yes
3	Chayan Bhatta	5	5	100	5	5	100	Yes
4	Jaysingh Ash	0	0	0	0	0	0	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Kishore Kumar	Managing Direct	16,738,589	0	0	532,258	17,270,847
2	Mr. Chayan Bhatta	Wholetime Direc	695,684	0	0	0	695,684
	Total		17,434,273	0	0	532,258	17,966,531

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	Mr. Naresh Sasanw	Chief Financial C	1,932,740	0	0	49,800	1,982,540
2	Mr. Kaushal Shah	Company Secre	642,410	0	0	17,365	659,775
	Total		2,575,150	0	0	67,165	2,642,315

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ms. Homai Daruwal	Independent Dir	0	0	0	550,000	550,000
2	Mr. Mahendra Kuma	Independent Dir	0	0	0	550,000	550,000
3	Mr. Chayan Bhattac	Non-Executive D	0	0	0	200,000	200,000
	Total		0	0	0	1,300,000	1,300,000

#### 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:

- 1. 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.
- 2. 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

Digitally signed by  
Chayan Chittaranjan  
Bhattacharjee  
Date: 2021.01.05  
22:24:11 +05'30'

DIN of the director

00107640

**To be digitally signed by**

Digitally signed by  
KAUSHAL  
JAYKUMAR  
SHAH  
Date: 2021.01.05  
22:25:27 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

18501

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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

MGT-8 FY 19-20 GIPL.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**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](mailto: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, 2020 ('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.

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 period under review;

# PARMY KAMANI & CO.

PRACTICING COMPANY SECRETARY

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

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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	5	29th May 2019, 31st August 2019, 10th October 2019, 27th November 2019, and 13th February 2020
2	Audit Committee	4	29th May, 2019, 31st August, 2019, 27th November, 2019 and 13th February, 2020
3	Nomination and Remuneration Committee	4	29th May, 2019, 10th October, 2019, 27th November, 2019 and 13th February, 2020.
4	Stakeholders' Relationship Committee	1	13th February, 2020.
5	Independent Director Meeting	1	13th February, 2020

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.

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.

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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. Jaysingh Ashar was appointed as an Additional Director of the Company w. e. f. 13th February, 2020 in the capacity of Non-Executive Director
- Mr. Kishore Kumar Mohanty resigned as Managing Director and Director of the Company w. e. f. 27th December, 2019.
- Mr. Chayan Bhattacharjee was re-designated as Whole-Time Director w. e. f. 15th December 2019 for a period of 1 year.
- Ms. Homai Daruwalla, whose tenure expired on 29th June 2019, was re-appointed as an Additional Director in the category of an Independent Director at the Board Meeting held on 29th May, 2019 and was appointed by the shareholders at the Annual General Meeting on 30th September, 2019 for a period of 5 years w. e. f. 30th June, 2019, not liable to retire by rotation.
- 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

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**").

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

Regulation 19(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Nomination and Remuneration Committee ("NRC") shall consist of at least three directors who shall be non-executive directors of the Company) -

Mr. Chayan Bhattacharjee was re-designated as a Whole-Time Director of the Company w.e.f. 15th December, 2019. Consequently, he ceased to be member of the NRC from 15th December, 2019 and the NRC had only two members both of whom were Independent Directors. Mr. Jaysingh Liladhar

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Ashar was appointed as an additional director in the category of Non-Executive Non-Independent Director of the Company w.e.f 13th February, 2020. Post his appointment, the NRC was duly re-constituted with the appointment of Mr. Ashar as the third member of NRC.

National Stock Exchange of India Limited and BSE Limited have imposed penalty on the Company for the above noncompliance for the period from 15th December, 2019 to 31st December, 2019. The Company has paid the said penalty on 18th February, 2020 and intimated vide covering letter on the same.

The Company representative has informed that necessary representation has been submitted with both the Exchanges by means of a letter, requesting the Exchanges to waive the aforesaid penalty.

On 3rd July, 2020, the Company received an email from BSE Limited for payment of fine amounting to `86,000/-plus taxes for the period from 1st January, 2020 to 12th February, 2020 (43 days).

The Company has requested BSE Limited to waive the fine vide letter dated 10th July, 2020.

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.

19. Due to invocation of pledge by Canara Bank, the shareholding of the Company in RGBL was reduced from 75.28% to 24.28%, Rajahmundry Godavari Bridge Limited has ceased to be a subsidiary of the Company IN FY 2018-19.

In this regard, the Company had written to the Canara Bank Securities Limited ("Security Trustee") for assigning a value to the invoked pledged shares. In response to the same, Canara Bank had

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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 continued to be a subsidiary of the Company.

During the Financial Year 2019-20, the following changes have taken

During the Financial Year 2019-20, the following changes have taken place:

Patna Highway Projects Limited, a wholly owned material subsidiary of the company has been admitted for Corporate Insolvency Resolution Process by National Company Law Tribunal, New Delhi Principal Bench under Section 9 of Insolvency and Bankruptcy Code 2016.

Rajahmundry Godavari Bridge Limited, a subsidiary of the Company, has been admitted for Corporate Insolvency Resolution Process by National Company Law Tribunal, Mumbai Bench under Section 7 of Insolvency and Bankruptcy Code 2016.

For **PARMY KAMANI & CO.,**  
Practicing Company Secretary

**Proprietor**  
**M. No. A 27788**  
**COP No. 13919**

**Place: Mumbai**  
**Date: 31.12.2020**  
**UDIN: A027788B001813484**