## 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**

(other than OPCs and Small Companies)

Form language	<ul><li>English</li></ul>	Hindi
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(vi) \*Whether shares listed on recognized Stock Exchange(s)

. KEOIOTKATION A	ND OTHER	DETAILS		
) * Corporate Identification	n Number (CIN	) of the company		Pre-fill
Global Location Numb	er (GLN) of the	e company		
* Permanent Account N	umber (PAN) o	of the company	AACC	P0377Q
) (a) Name of the compa	ny		PNC II	NFRATECH LIMITED
(b) Registered office ac	ddress			
NBCC PLAZA, TOWER I PUSHP VIHAR, SECTOR NEW DELHI Delhi 110017	5,			<b>E</b>
(d) *Telephone number		e	05624	1054400
(e) Website				
i) Date of Incorporatio	n		09/08	3/1999
Type of the Compa	any	Category of the Company		Sub-category of the Company
	pany	Company limited by sha	es	Indian Non-Government company

Yes

O No

(a) Details of stock exchanges where shares are listed

\*Number of business activities

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

	(b) CIN of the Registrar and	d Transfer Agent		U67190MF	H1999PTC118368		Pre-fill
	Name of the Registrar and	d Transfer Agent					
	LINK INTIME INDIA PRIVATE	LIMITED					
	Registered office address	of the Registrar and T	ransfer Agents				
	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, V	ikhroli (West)					
(vii)	*Financial year From date	01/04/2020	(DD/MM/YYYY)	To date	31/03/2021	([	DD/MM/YYYY)
(viii)	*Whether Annual general r	meeting (AGM) held		es 🔘	No		
	(a) If yes, date of AGM						
	(b) Due date of AGM	30/09/2021					
I. F	(c) Whether any extension PRINCIPAL BUSINESS	•	THE COMPAN	Yes <b>Y</b>	<ul><li>No</li></ul>		

S.No	Main	Description of Main Activity group	Business	Description of Business Activity	% of turnover
	Activity		Activity		of the
	laroup code		Code		Icompany I

# group code Code company F Construction F2 Roads, railways, Utility projects 99.87

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

*No. of Companies for which information is to be given	20	Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	1 MP Highways Private Limited U45201DL2010PTC211187		Subsidiary	100
2	2 PNC Infra Holdings Limited U45400DL2011PLC212473		Subsidiary	100

3	PNC Kanpur Highways Limited	U45400DL2011PLC212392	Subsidiary	100
4	PNC Delhi Industrialinfra Privat	U45200DL2011PTC222046	Subsidiary	100
5	PNC Bareilly Nainital Highways	U45400DL2011PTC222043	Subsidiary	100
6	PNC Raebareli Highways Privat	U45400DL2012PTC241184	Subsidiary	100
7	PNC Kanpur Ayodhya Tollways	U45400DL2013PTC248507	Subsidiary	100
8	Ferrovia Transrail Solutions Pri	U45300DL2012PTC239645	Subsidiary	51
9	PNC Rajasthan Highways Priva	U45203DL2016PTC304751	Subsidiary	100
10	PNC Chitradurga Highways Pri	U45500DL2017PTC316429	Subsidiary	100
11	PNC Bundelkhand Highways P	U45309DL2017PTC316515	Subsidiary	100
12	PNC Khajuraho Highways Priva	U45500DL2017PTC316427	Subsidiary	100
13	PNC Triveni Sangam Highways	U45203DL2017PTC327676	Subsidiary	100
14	PNC Aligarh Highways Private	U45203DL2018PTC332395	Subsidiary	100
15	PNC Challakere (Karnataka) Hig	U45400DL2018PTC336256	Subsidiary	100
16	PNC Unnao Highways Private L	U45200UP2020PTC128020	Subsidiary	100
17	PNC Gomti Highways Private L	U45209UP2020PTC128041	Subsidiary	100
18	PNC Bithur Kanpur Highways F	U45201UP2020PTC129528	Subsidiary	100
19	PNC Meerut Haridwar Highway	U45203UP2020PTC130807	Subsidiary	100
20	Ghaziabad Aligarh Expressway	U70101DL2009PTC197148	Associate	35

# 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	275,000,000	256,539,165	256,539,165	256,539,165
Total amount of equity shares (in Rupees)	550,000,000	513,078,330	513,078,330	513,078,330

Number of classes	1	
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	Authoricad	ICabilai	Subscribed capital	Paid up capital
Number of equity shares	275,000,000	256,539,165	256,539,165	256,539,165
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	550,000,000	513,078,330	513,078,330	513,078,330

## (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	
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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	N	umber of sh	ares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	5	256,539,160 +	256539165	513,078,330 +	513,078,33 ±	
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs						
	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	5	256,539,160	256539165	513,078,330	513,078,3	3
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify		1				
iii. Outers, specify						
Decrease during the year	0	0	0	0	0	0
	0 0	0 0	0	0	0	0
Decrease during the year		+				
Decrease during the year  i. Redemption of shares	0	0	0	0	0	0
Decrease during the year  i. Redemption of shares  ii. Shares forfeited	0	0	0	0	0	0

Close o	f shares		(i) I		(ii)		<del></del>	(iii)
Class 0	or Strates		(i)		(11)			(111)
Before split /	Number of shares							
Consolidation	Face value per share							
After split /	Number of shares							
Consolidation	Face value per share							
	es/Debentures Trans It any time since the						ncial y	ear (or in the
☑ Nil [Details being pro	vided in a CD/Digital Medi	a]	0	Yes	0	No	0	Not Applicable
Separate sheet at	tached for details of trans	fers	0	Yes	0	No		
edia may be shown.	sfer exceeds 10, option fo		on as a separa	te sheet a	attach	nment	or subr	nission in a CD/E
Date of registration	of transfer (Date Month	Year) [						
Type of transf	er	1 - Equi	ty, 2- Prefere	nce Sha	res,3	- De	bentur	es, 4 - Stock
Number of Shares/ Units Transferred	Debentures/		Amount Debentu			s.)		
Ledger Folio of Trai	nsferor							
Transferor's Name								
	Surname		middle	name		$\top$		first name
Ledger Folio of Trai	nsferee	<u> </u>				-		

Transferee's Name								
	Surname		midd	le name	first name			
Date of registration of transfer (Date Month Year)								
Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock								
Number of Shares/ D Units Transferred	Debentures/	·	Amoui Deber	nt per Share/ ture/Unit (in Rs.)				
Ledger Folio of Trans	sferor							
Transferor's Name						]		
	Surname		midd	le name	first name			
Ledger Folio of Trans	Ledger Folio of Transferee							
Transferee's Name								
	Surname		midd	le name	first name			

## (iv) \*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
Total			0

**Details of debentures** 

Class of debentures		Increase during the	Decrease during the	Outstanding as at
	the beginning of the	year	year	the end of the year
	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)

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

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

(i) Turnover

49,254,186,000

0

(ii) Net worth of the Company

29,084,704,000

#### VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	ity	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	119,076,000	46.42	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)	24,765,000	9.65	0	
10.	Others	0	0	0	
	Total	143,841,000	56.07	0	0

**Total number of shareholders (promoters)** 

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

S. No.	Category	Equi	ty	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	11,348,625	4.42	0		
	(ii) Non-resident Indian (NRI)	613,980	0.24	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	5,786,189	2.26	0		
4.	Banks	0	0	0		
5.	Financial institutions	40,156	0.02	0		
6.	Foreign institutional investors	27,686,589	10.79	0		
7.	Mutual funds	64,847,669	25.28	0		
8.	Venture capital	0	0	0		
9.	Body corporate (not mentioned above)	832,945	0.32	0		
10.	Others (Clearing Member, Trust En		0.6	0		

	Total	112,698,165	43.93	0	0
Total nur	nber of shareholders (other than prome	oters) 61,772			

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

61,786	
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### (c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares	% of shares held
		incorporation	incorporation	neid	
GOLDMAN SACHS IN	C 3			4,407,843	1.71
INDIA MIDCAP (MAU	R			3,645,699	1.42
FIDELITY FUNDS - AS	1/			3,278,389	1.27
KUWAIT INVESTMEN				2,716,245	1.05
KOTAK FUNDS - INDI	A			2,174,991	0.84
BNP PARIBAS ARBITR	A			2,080,000	0.81
FIDELITY ASIAN VALU				1,321,824	0.51
EASTSPRING INVEST	M			1,154,225	0.44
EAM EMERGING MAF	₹ <b>ŀ</b>			657,780	0.25
RISING INDIA FOCUS	F			600,000	0.23
RAMS EQUITIES POR				520,000	0.2
KAPITALFORENINGEI	V .			498,211	0.19
SEI INSTITUTIONAL II				405,488	0.15
RAMS INVESTMENT U	JI			400,000	0.15
AURIGIN MASTER FU	N •			343,926	0.13
DIMENSIONAL EMER	G			321,227	0.12
EMERGING MARKETS				300,139	0.11
EMERGING MARKETS	. •			211,875	0.08
IOOF INVESTMENT M				168,441	0.06
ISHARES INDIA SC MA				163,819	0.06

Name of the FII	Address	Date of Incorporation	Number of shares held	% of shares held
FIRST COMMERCIAL B			150,000	0.05
JOHCM EMERGING MA			124,960	0.04
MERCURY SERIES UNIC			124,185	0.04
THE EMERGING MARK			120,036	0.04
ISHARES CORE MSCI E			110,415	0.04

# 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	14	14
Members (other than promoters)	26,585	61,772
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	3	0	3	0	13.51	0
B. Non-Promoter	2	5	2	5	0.03	0
(i) Non-Independent	2	0	2	0	0.03	0
(ii) Independent	0	5	0	5	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	5	5	5	5	13.54	0

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

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#### (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)
PRADEEP KUMAR JAII ₩	00086653	Managing Director	15,349,500	
CHAKRESH KUMAR J/	00086768	Managing Director	2,514,000	
YOGESH KUMAR JAIN	00086811	Managing Director	16,794,000	
ANIL KUMAR RAO	01224525	Whole-time directo	80,500	
TALLURI RAGHUPATI	01207205	Whole-time directo	7,000	
ASHOK KUMAR GUPT,	02808356	Director	0	
DEEPIKA MITTAL	06966373	Director	0	
KRISHAN KUMAR JAL∕ ₩	01767702	Director	0	
GAURI SHANKAR	06764026	Director	0	
SUBHASH CHANDER I	00075644	Additional director	0	
BHUPINDER KUMAR S	AAKPS7308H	CFO	0	
TAPAN JAIN	ANEPJ9193Q	Company Secretar	0	

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

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Name		0 0	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
CHHOTU RAM SHARM	00522678	Director	22/03/2021	Cessation
SUBHASH CHANDER I	00075644	Additional director	25/03/2021	Appointment
CHAKRESH KUMAR JA	AAVPJ6427F	CFO	03/02/2021	Cessation
BHUPINDER KUMAR S	AAKPS7308H	CFO	03/02/2021	Appointment

# 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		Attendance  Number of members	
AGM	30/09/2020	26,599	49	66.33

#### **B. BOARD MEETINGS**

S. No.	Date of meeting	Total Number of directors associated as on the date			
		of meeting	Number of directors attended	% of attendance	
1	24/06/2020	10	10	100	
2	27/08/2020	10	10	100	
3	02/11/2020	10	8	80	
4	03/02/2021	10	10	100	
5	25/03/2021	9	9	100	

#### C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of		Total Number		Attendance
	meeting	Date of meeting	of Members as on the date of the meeting	Number of members attended	% of attendance
1	Audit Committe	24/06/2020	3	3	100
2	Audit Committe	27/08/2020	3	3	100
3	Audit Committe	02/11/2020	3	2	66.67
4	Audit Committe	03/02/2021	3	3	100
5	Audit Committe	25/03/2021	3	3	100
6	Nomination An	24/12/2020	3	3	100
7	Nomination An	03/02/2021	3	3	100
8	Nomination An	25/03/2021	3	3	100
9	Corporate Soc	25/03/2021	3	3	100
10	Risk Managem	25/03/2021	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

		Board Meetings			Committee Meetings			Whether attended AGM
S. No.	Name of the director		Meetings	% of attendance		Meetings	% of attendance	held on
		attend	entitled to attended		entitled to attended attend			(Y/N/NA)
1	PRADEEP KU	5	5	100	0	0	0	
2	CHAKRESH K	5	4	80	3	3	100	
3	YOGESH KUN	5	5	100	1	1	100	
4	ANIL KUMAR	5	5	100	1	1	100	
5	TALLURI RAG	5	5	100	0	0	0	
6	ASHOK KUMA	5	5	100	10	10	100	
7	DEEPIKA MIT	5	5	100	9	9	100	
8	KRISHAN KUI	5	5	100	0	0	0	
9	GAURI SHAN	5	5	100	6	6	100	
10	SUBHASH CF	0	0	0	0	0	0	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pradeep Kumar Jair	Managing Direct	25,800,000	85,300,000	0	0	111,100,000
2	Chakresh Kumar Ja	Managing Direct	23,400,000	85,300,000	0	0	108,700,000
3	Yogesh Kumar Jain	Managing Direct	23,400,000	85,300,000	0	0	108,700,000
4	Anil Kumar Rao	Whole Time Dire	8,014,000	9,100,000	0	0	17,114,000
5	Talluri Raghupati Ra	Whole Time Dire	6,868,000	0	0	0	6,868,000
	Total		87,482,000	265,000,000	0	0	352,482,000

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

Page	14	of	17

S. No.	Name	Designation	Gross Salar	cy Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Bhupinder Kumar S		2,353,000	0	0	0	2,353,000
2	Tapan Jain	Company Secre		0	0	0	1,999,000
	Total	•	4,352,000	0	0	0	4,352,000
umber c	I of other directors whos	I e remuneration det	I ails to be entere	ed		5	
S. No.	Name	Designation	Gross Salar	cy Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHHOTU RAM SH		90,000	0	0	0	90,000
2	ASHOK KUMAR G	DIRECTOR	0	0	0	0	0
3	DEEPIKA MITTAL		200,000	0	0	0	200,000
4	GAURI SHANKAR	DIRECTOR	170,000	0	0	0	170,000
5	KRISHAN KUMAR	<b>=</b>	110,000	0	0	0	110,000
	Total		570,000	0	0	0	570,000
	lo, give reasons/obser						
	ILS OF PENALTIES /	-		MPANY/DIRECTOR	S ∕OFFICERS ⊠	Nil	
Name of compan officers			f Order se	ame of the Act and action under which enalised / punished	Details of penalty/ punishment	Details of appea	
B) DET.	AILS OF COMPOUNE	OING OF OFFENCE	S Nil				
Name of compani officers			s	lame of the Act and ection under which iffence committed	Particulars of offence	Amount of con Rupees)	npounding (in

XIII. Whether complete list of sha	reholders, debenture holders has been enclosed as an attachment
○ Yes <b>③</b> No	
(In case of 'No', submit the details s	separately through the method specified in instruction kit)
XIV. COMPLIANCE OF SUB-SEC	TION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES
	mpany having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or in whole time practice certifying the annual return in Form MGT-8.
Name	AKASH JAIN
Whether associate or fellow	
Certificate of practice number	9432
	ney stood on the date of the closure of the financial year aforesaid correctly and adequately. ed to the contrary elsewhere in this Return, the Company has complied with all the provisions of the
	Declaration
•	rectors of the company vide resolution no 14 dated 03/02/2021
	nd declare that all the requirements of the Companies Act, 2013 and the rules made thereunder his form and matters incidental thereto have been compiled with. I further declare that:
	form and in the attachments thereto is true, correct and complete and no information material to orm has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachmen	nts have been completely and legibly attached to this form.
	the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for nt for false statement and punishment for false evidence respectively.
To be digitally signed by	
Director	
DIN of the director	00086768
To be digitally signed by	
<ul><li>Company Secretary</li></ul>	
Ocompany secretary in practice	
Membership number 22603	Certificate of practice number

Attachments	List of att	achments
1. List of share holders, debenture holders	Attach	
2. Approval letter for extension of AGM;	Attach	
3. Copy of MGT-8;	Attach	
4. Optional Attachement(s), if any	Attach	
	Remove	attachment
Modify Check Form	Prescrutiny	bmit

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