

**ANNEXURE A TO THE BOARD'S REPORT**

**Extract of Annual Return in form MGT-9 as on the Financial Period ended on March 31, 2019  
(Pursuant to Section 92(3) of the Companies Act, 2013 and  
Rule 12(1) of the Companies (Management and Administration) Rules, 2014)**

**I Registration details of Company -**

i)	CIN	U45201MH2017PTC297357
ii)	Registration Date	14-Jul-17
iii)	Name of the Company	Shapoorji Pallonji Pandoh Takoli Highway Private Limited
iv)	Category / Sub-Category of the Company	Private Limited Company/Limited by Shares
v)	Address of the Registered Office and contact details	Shapoorji Pallonji Centre, 41/44, Minoo Desai Marg, Colaba, Mumbai - 400 005
vi)	Whether listed Company	No
vii)	Registrar & Transfer Agent's details, if any	
	Name	Link Intime India Private Limited
	Address	C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083
	Contact Details	022-49186000

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All business activities contributing more than 10% or more of the total turnover need to be mentioned -

Sr. No.	Name and Description of Main Products / Services	NIC Code of the Product/service	% to total Turnover of the Company
1	Construction and maintenance of motorways, streets, roads, other vehicular and pedestrian ways, highways, bridges, tunnels and subways	42101	99.92%

**III PARTICULARS OF ITS HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SR. NO.	NAMES AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Shapoorji Pallonji Roads Private Limited	U45203MH2010PTC202625	Holding	100.00%	2(46) of the Companies Act, 2013

IV. Shareholding Pattern (Equity Share Capital Break-up as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	89,999,999	1	90,000,000	100.00%	89,999,999	1	90,000,000	100.00%	0.00%
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	-	-	-	-	-	-	-	-	-
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>89,999,999</b>	<b>1</b>	<b>90,000,000</b>	<b>100.00%</b>	<b>89,999,999</b>	<b>1</b>	<b>90,000,000</b>	<b>100.00%</b>	<b>0.00%</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	-	-	-	-	-	-	-	-	-
<b>c) Others (Specify)</b>	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>GRAND TOTAL (A+B+C)</b>	<b>89,999,999</b>	<b>1</b>	<b>90,000,000</b>	<b>100.00%</b>	<b>89,999,999</b>	<b>1</b>	<b>90,000,000</b>	<b>100.00%</b>	<b>0.00%</b>

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year				Shareholding at the end of the year				% Change in shareholding during the year
		No. of Shares	% of total shares of the Company	No. of Shares pledged	% of Shares pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	No. of Shares pledged	% of Shares pledged/encumbered to total shares	
1	Shapoorji Pallonji Roads Private Limited ("SPRPL")	89,999,999	100.00%	45,900,000	51.00%	89,999,999	100.00%	45,900,000	51.00%	0.00%
2	Mr. Sanjay Date as a nominee of SPRPL	1	-	-	-	1	-	-	-	-
	<b>Total</b>	<b>90,000,000</b>	<b>100.00%</b>	<b>45,900,000</b>	<b>51.00%</b>	<b>90,000,000</b>	<b>100.00%</b>	<b>45,900,000</b>	<b>51.00%</b>	<b>0.00%</b>

iii) Change in Promoters' Shareholding (please specify, if there is no change) : N.A.

Sr. No.	Particulars	Shareholding at the beginning of the year		Date of Allotment/ Transfer	Reason for Increase / Decrease	No. of Shares	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
	At the beginning of the year							
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):							

NO CHANGE

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) - N.A.

SI. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
	At the beginning of the year	Not Applicable			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year (or on the date of sepration, if seprated furing the year)				

v) Shareholding of Directors and Key Managerial Personnel

SI. No.	For Each of the Director and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1	Mr. Sanjay Date as a nominee of SPRPL				
	At the beginning of the year	1	0%	1	0%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year			1	0%

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment :

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	40,000,000	420,000	-	40,420,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	9,808	10,822	-	20,630
<b>Total (i+ii+iii)</b>	<b>40,009,808</b>	<b>430,822</b>	<b>-</b>	<b>40,440,630</b>
<b>Change in Indebtedness during the financial year</b>				
i) Addition	1,500,000,000	-	-	1,500,000,000
ii) Reduction	-	-	-	-
<b>Net Change</b>	<b>1,500,000,000</b>	<b>-</b>	<b>-</b>	<b>1,500,000,000</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1,540,000,000	420,000	-	1,540,420,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	585,205	58,072	-	643,277
<b>Total (i+ii+iii)</b>	<b>1,540,585,205</b>	<b>478,072</b>	<b>-</b>	<b>1,541,063,277</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1	Gross Salary	Not Applicable	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961		
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961		
2	Stock Options		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others, specify...		
5	Others, please specify		
	<b>Total (A)</b>		
	Ceiling as per the Act		

**B. Remuneration to other directors:**

Sr. No.	Name	Name of Directors		Total Amount
<b>Independent Directors</b>				
1	Fee for attending Board/Committee Meetings	-	-	-
2	Commission	-	-	-
3	Others, please specify	-	-	-
	<b>Total (1)</b>	-	-	-
<b>Other Non-Executive Directors</b>				
		Mr. Anandanarayanan Sundaresan	Mr. Sanjay Date	
1	Fee for attending Board/Committee Meetings	-	-	-
2	Commission	-	-	-
3	Others, please specify	-	-	-
	<b>Total (2)</b>	-	-	-
	<b>Total (B) = (1+2)</b>	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-
	<b>Overall Ceiling as per the Act</b>	-	-	-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	Chief Financial Officer	
		Mr. Bhavesh Doshi		
		On Deputation		
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961			
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961			
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961			
2	Stock Options			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify...			
5	Others, please specify			
	<b>Total</b>			

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					

For Shapoorji Pallonji Pandoh Takoli Highway Private Limited

  
**Anandanarayanan Sundaresan**  
 Director  
 DIN: 07654927

  
**Sanjay Date**  
 Director  
 DIN: 06934651



**Place: Mumbai**  
**Date: June 6, 2019**

