



PNC Infratech Limited

An ISO : 9001-2008 Certified Company

Ref No: PNC/SE/49/19-20

Date: 06.09.2019

To,
The Manager
The Department of Corporate Services
BSE Limited
Floor 25, P.J. Towers,
Dalal Street, Mumbai-400 001
Scrip code:539150

To,
The Manager
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051
Scrip code: PNCINFRA

Sub: Annual Report of the Company for the financial year ended on March 31, 2019 along with the Notice of 20th Annual General Meeting to be held on September 30, 2019

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclose herewith the soft copy of the Annual Report for the financial year ended on March 31, 2019 along with the Notice of 20th Annual General Meeting to be held on September 30, 2019.

Please take note of the same.

Thanking you,

For PNC Infratech Limited


Tapan Jain
Company Secretary & Compliance Officer
ICSI M. No.: A22603



Encl: as above



Corporate Office : PNC Tower,
3/22-D, Civil Lines, Bypass Road,
NH-2, Agra-282002

Tel. : 91-562-4054400 (30 Lines)
91-562-4070000 (30 Lines)

Fax : 91-562-4070011

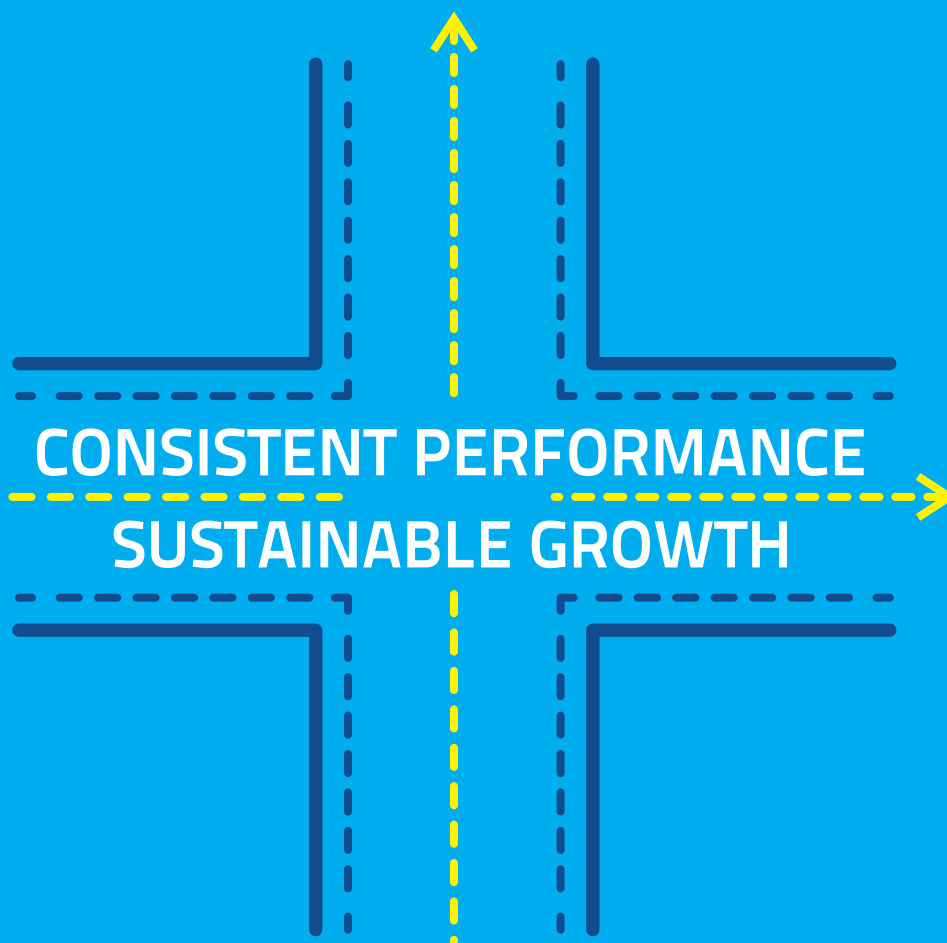
Email : ho@pncinfratech.com

Regd. Office : NBCC Plaza, Tower II,
4th Floor, Pushp Vihar, Sector-V, Saket
New Delhi--110017 (India)

Tel. : 91-11-29574800 (10 Lines)
91-11-29566511, 64724122

Fax : +91-11-29563844

Email : delhioffice@pncinfratech.com
Web. : www.pncinfratech.com
CIN : L45201DL1999PLC195937



PNC INFRA TECH LIMITED
ANNUAL REPORT 2018-19



Upgradation of Barabanki-Jarwal Section of NH-28C

CONTENT

Corporate Overview

Consistent Performance	01
Sustainable Growth	02
What Sets us apart	06
Key Milestones	08
We are PNC Infratech Limited	10
FY19 in action	11
Financial highlights	12
From the Chairman's Desk	14
Board of Directors	

Management Reports

Management Discussion & Analysis	16
Directors' Report	24
Corporate Governance Report	68

Financial Statements

Independent Auditors' Report on Standalone Accounts	89
Standalone Accounts	96
Independent Auditors' Report on Consolidated Accounts	143
Consolidated Accounts	148

"Success isn't always about greatness. It's about consistency. Consistent hardwork leads to success. Greatness will come."

-Dwayne Johnson

CONSISTENT PERFORMANCE SUSTAINABLE GROWTH

Consistent Performance

We, at PNC Infratech implicitly believe that consistency in performance is not only the key determinant for long term success but also an imperative for the growth of any company. PNC always strives to maintain coherence in its operations across its spheres of bidding, planning, development, procurement, construction, operation and maintenance of projects. PNC doesn't aim or endeavor for short term and acute gains that may end-up in roller coaster performance. At PNC, we strongly believe in the power of focus, hard-work, cogitation and functional discipline, which enable us consistently and studiedly outperforming ourselves, as move forward.....

"It's completely legitimate for a company to continue striving for growth and higher profits. But business activities have to be conducted in a sustainable manner."

-Paul Achleitner

Sustainable Growth

We strongly believe that growth should always be sustainable. We are continuously conscious of our philosophy, principles and practices, which will only lead to sustainable growth. We always follow, what is right, rather than what seems right, even if we need to work hard and hold back ourselves some times. As we strive for and achieve the growth in terms of volumes, revenues, profitability and expertise, we continually calibrate and carefully evaluate our growth, to ensure its sustainability. Not only in economic terms, we also follow sustainable practices in our engineering, procurement construction operations so that infrastructure what we develop is not at the cost of future generations....

WHAT SETS US APART

Our Investor Value Proposition



Strategic Selection of Projects for Bidding and Robust Pipeline

Conscious selection of a right project, at the right time, with the right client and at a right price will continue to be Company's principled approach. Company doesn't pitch for new projects, just for the sake of order book expansion and under peer pressure. At the same time, we do not spare any effort in seizing the right opportunity, to develop a strong business pipeline

Revenue Visibility through Strong Order Book

Over ₹ 12,000 crore unexecuted order book at the end of FY19 gives distinct visibility of sustainable growth in revenues, going forward.

Strong Balance Sheet

Our prudent and disciplined financial management enabled us to maintain healthy balance sheets unstintingly over the years, since inception.

End-to-End Core Competency in EPC

End-to-end construction capability right from in-house mining & crushing of minor minerals, through execution by deployment of trained manpower and multifunctional state-of-the-art large fleet of own machinery, till testing & commissioning of project gives us edge over others, in timely, even ahead of schedule completion of projects.

Impressive Credit Ratings

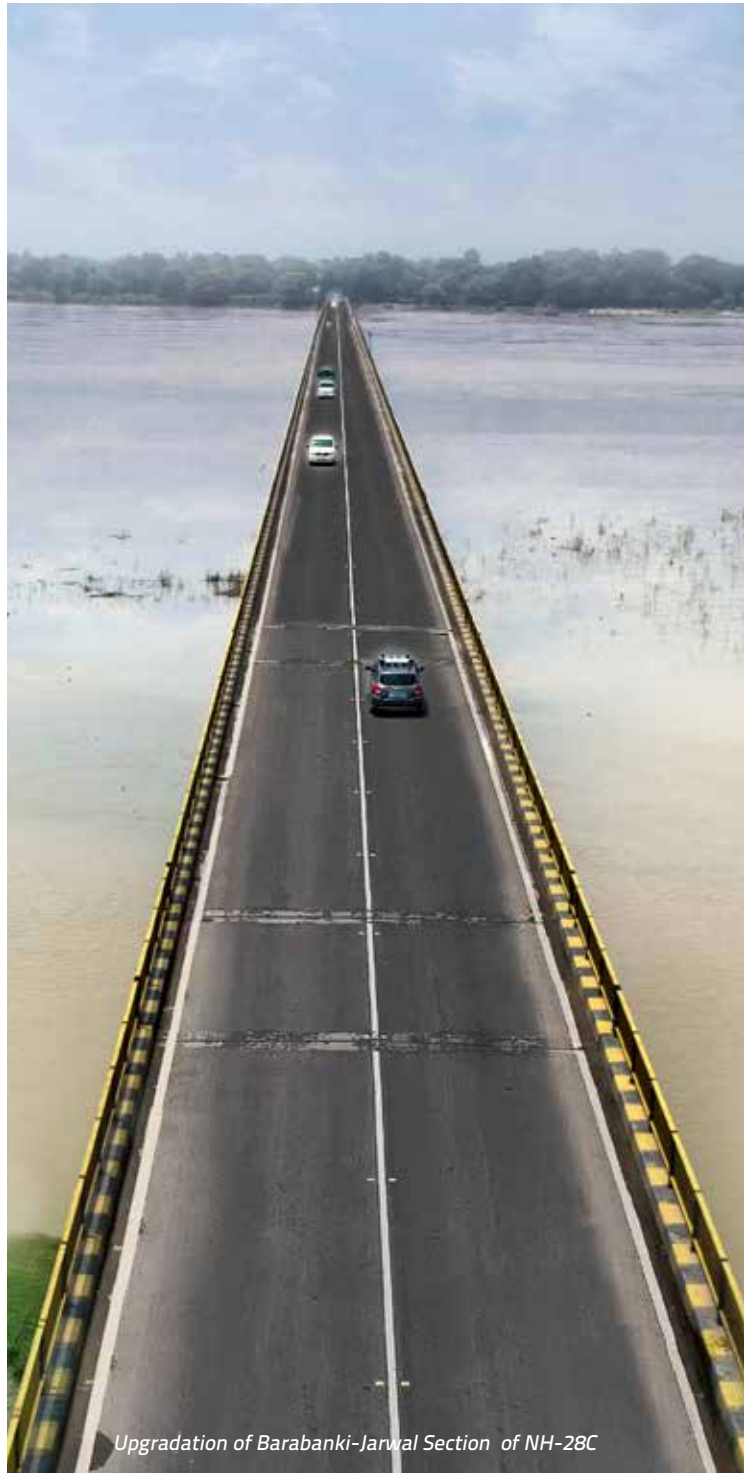
Our unblemished debt servicing and management enabled us to secure impressive credit ratings with stable outlook for both short and long-term borrowings, as we are accredited with CARE AA- for Long Term and CARE A1+ for Short Term Loans.

Holistic Solutions Under One Roof

We provide integrated and holistic infrastructure development solutions under one roof with proven investment, design, development, construction, operation, maintenance & management capabilities in-house

Capacity to scale-up and diversify strategically

With superior techno-financial credentials, enhanced fund-based and non-fund-based limits aggregating to over ₹ 4000 crore, with large modern asset base and employee base of over 10,000, Company is well poised to scale-up and diversify in other synergetic sectors going forward.



Upgradation of Barabanki-Jarwal Section of NH-28C

OUR STRATEGIC DIFFERENTIATORS

Established track record of timely/early completion of projects

Proven Track Record

64

major infrastructure projects spread across

13

states, of which

41

road EPC projects

21

Projects in execution

Integrated Value-Added Offerings

- Infrastructure construction, development and management company; expertise in execution of projects including highways, bridges, flyovers, airport runways, industrial areas and transmission lines

Our Men and Machine Combo

- Large fleet of sophisticated equipment and
- Professionally qualified, skilled and experienced employee base

Diverse Projects

- Operating 6 BOT & 1 OMT project, comprising of both toll & annuity assets;
- Total 7 HAM projects comprising - 6 HAM project under-construction, for balance 1 project, Financial Closure is achieved, Appointed date is awaited

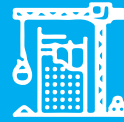


INTEGRATED BUSINESS MODEL



Own State-of-the Art Equipment Bank

- » Ownership of a fleet of modern equipment enables quick mobilization besides ensuring continuous availability of critical equipment
- » Reduces costs and facilitates timely completion of projects through enhanced control



In-house Planning & Engineering

- » Controls the entire process from conceptualization to commissioning of a given project which helps in providing customized solutions as per clients' specific requirements



Own Quarries / Raw Material Sourcing

- » Own / Leasing of Quarries helps in securing of raw material and project completion within scheduled time & budget



In-house Construction

- » Ensuring timely completion of projects, reducing reliance on third parties and lowering costs

in-house operation
and Maintenance

KEY MILESTONES

1999

- Incorporated as 'PNC Construction Company Private Limited'

2003

- Received bonus from NHAI for ahead of scheduled completion of four-laning of the Agra-Gwalior section on National Highway 3 in Uttar Pradesh, independently

2005

- Executed first International airport runway project at Kolkata for Airports Authority of India

2007

- Awarded BOT road project by Madhya Pradesh Road Development Corporation Limited

2009

- Crossed ₹ 5,000 million in Revenues;
- Won contract to improve the Gurgaon-Nuh-Rajasthan Border (State Highway 13) by four-laning, widening, strengthening, providing drains, widening bridges and culverts, retaining structures and other miscellaneous work by the Haryana State Roads and Bridges Development Corporation Limited amounting to ₹ 3,380 million

2001

- Received 'Super Special' class certification from Military Engineer Services
- Executed first independent highway project with NHAI, being the four-laning of the Agra-Gwalior section of National Highway 3 in Uttar Pradesh.

2004

- Received ISO 9001:2000 Certification

2006

- Crossed ₹ 1,500 million in Revenues

2008

- Commenced construction of power transmission lines comprising the construction project of approximately 350 kilometers of 132/220 kv lines on a turn-key basis, for Uttar Pradesh Power Transmission Corporation Limited

2010

- Received certification of ISO 9001:2008.
- Awarded first independent BOT road project to improve the Gwalior-Bhind Madhya Pradesh/ Uttar Pradesh Border Road, a two-laning project through two sections on National Highway 92
- Awarded two-laning with paved shoulders contract of Kanpur Kabrai section of National Highway 86 in Uttar Pradesh
- Awarded project of construction of 132 KV S/C and 220 KV D/C Lines in Uttar Pradesh

2011

- Received an investment of ₹ 1,500 million from NYLIM Jacob Ballas, who subscribed to 5,686,833 Equity Shares
- Executed four-laning of Jaora-Nayagaon section on State Highway 31 in Madhya Pradesh

2013

- Awarded runway resurfacing project at Air Force Station, Gorakhpur
- Commenced toll collection on OMT basis of the Kanpur-Lucknow section of National Highway 25, Lucknow bypass of National Highway 56A and National Highway 56B and Lucknow-Ayodhya section of NH 28 in Uttar Pradesh on OMT basis by the NHAI for nine years from August 2013

2015

- Listed on the NSE and BSE following successful IPO
- Achieved COD for three BOT-Toll Projects (Ghaziabad Aligarh, Kanpur-Kabrai and Bareilly- Almora) and commenced toll operations.
- Commenced construction of Agra-Lucknow Expressway Package

2017

- Awarded four highway projects on Hybrid Annuity Model (HAM) with an aggregate Bid Project Cost of ₹ 50,350 million and one of them - Dausa-Lalsot- Kauthun Section HAM project achieved financial closure well before time
- Traffic opened on Agra-Lucknow Expressway in February 2017, eleven months ahead of schedule and achieved provisional completion in October 2017
- PNC Infratech assigned "Stable" outlook Credit ratings upgraded to stable outlook for projects such as MP Highways Pvt. Ltd., and PNC Raebareli Highways Pvt. Ltd

2019

- Received final Completion Certificates for two of its EPC Projects awarded by MoRTH (Barabanki-Jarwal and Sonauli-Gorakhpur)
- Received 'Provisional Completion Certificate' 'Improvement/ Augmentation of 146.4 km long Aligarh-Moradabad Section of NH-93 to two lanes with paved shoulders project, 73 days ahead of the scheduled completion date and entitled for early completion bonus

2012

- Awarded two-laning project with paved shoulders of Raebareli to Jaunpur Section of National Highway 231 in Uttar Pradesh under NHDP IV
- Constructed road-over bridge on Ajmer Beawar Road, Old National Highway, including approaches at railway/ kilometer 306/8-9 on Ajmer Saradhana Section;
- Constructed Hamipur Kalpi road (State Highway 91) four-lane under Rajya Yojna Samanya, Uttar Pradesh

2014

- Executed a redevelopment and management project at Narela Industrial ahead of schedule
- Awarded EPC contract of Agra- Lucknow Expressway Package-I for ₹ 16,357.5 million
- Entered into a Collaborative MoU with POSCO Engineering and Construction India Private Limited

2016

- Completed 166 km long Raebareli-Jaunpur highway project on BOT Annuity project more than 3 months ahead of schedule in February 2016
- Completed four-laning of km 51 to 61 including Chambal Bridge) on Dholpur -Morena Section of NH-3 in the states of Rajasthan and MP
- Completed four-laning of Agra Bypass Project connecting km 176.800 of NH-2 and km 13.03 of NH-3 in the state of UP in December 2016
- Awarded two major NH projects on EPC mode (i) Four-laning of Nagina-Kashipur Section of NH 74 (ii) Four-laning of Varanasi-Gorakhpur section of NH-29 (Package II) for an aggregate contract price of ₹ 20,242 million

2018

- Awarded three more highway projects on HAM, with an aggregate Bid Project Cost of ₹ 45,130 million till July 2018
- Received ₹ 582.3 million early completion bonus for Agra-Lucknow Expressway package in February 2018 from Uttar Pradesh Expressways Industrial Development Authority
- Awarded two contiguous packages of Purvanchal Expressway Project on EPC mode for a total cost of ₹ 25,200 million
- Received ₹ 337.3 million towards the 'Bonus Annuity' PNC Raebareli Highways Private Ltd. in May 2018 from National Highways Authority of India
- Awarded 4th Package of Nagpur-Mumbai Six Lane Super Communication Expressway in the state of Maharashtra, on EPC basis for a contract price of ₹ 1,999.52 crore by MSRDC

WE ARE PNC INFRA TECH LIMITED

Established in 1999, we are one of the leading integrated infrastructure investment, development, construction, operation and management companies in India. Our forte is timely execution of infrastructure projects across core sectors, including expressways, highways, bridges, flyovers, airport runways.

We provide end-to-end infrastructure implementation solutions, including

- » Engineering, Procurement and Construction (EPC) services on a fixed-sum turnkey basis as well as on an item rate basis.
- » Design-Build- Finance-Operate-Transfer (DBFOT) :
- » Toll & Annuity
- » Operate-Maintain-Transfer (OMT)
- » Hybrid Annuity Mode (HAM) and
- » Other PPP formats.



We are one of the very few infrastructure companies in the country that have investment, development, construction and management capabilities.

We believe in the philosophy of thinking globally and implementing locally. We continue to grow at a faster pace, impacting millions of lives and have created a niche for ourselves in the sector.

Vision 2020



"To become one of the top five infrastructure development, construction and management solution providers in the country by the year 2020"

Mission



"We at PNC Infratech Limited strive to become a spearheading force in the efficient development, construction and management of infrastructure projects by continually achieving excellence in all spheres of activities; maintaining our leadership in timely completion of projects and adopting state-of-the-art and sustainable technologies."

Our Esteemed Clients (Both Present & Past)

- » Ministry of Road Transport & Highways, GOI
- » National Highways Authority of India
- » Military Engineering Services, (GOI)
- » P.W.D. UP (World Bank, Asian Development Bank Aided & Other Projects)
- » Uttar Pradesh Expressways Industrial Development Authority
- » Uttar Pradesh State Highways Authority
- » Madhya Pradesh Road Development Corporation Limited
- » Delhi State Industrial & Infrastructure Development Corporation Limited
- » Dedicated Freight Corridor Corporation of India Limited
- » UP Power Corporation Limited
- » Airports Authority of India
- » RITES Limited
- » Haryana State Roads & Bridges Development Corporation Limited

Upgradation of Barabanki-Jarwal Section of NH-28C



FY19 IN ACTION

Projects Awarded during the year

- » L1 (lowest) bidder for 55.7km NHAI Project for Four Laning of Challakere to Hariyur section of NH 150 A,
- » In Karnataka under Bharatmala Pariyojna
- » To be executed on Hybrid Annuity Mode (HAM)

Bid Project Cost of
₹ 1,157.00 Crores

- » L1 (lowest) bidder for the 54.4 km 4th Package of Nagpur-Mumbai Six Lane Access Controlled Super Communication Expressway (Maharashtra SamruddhiMahamarg),
- » From village Donad Bk. to village Januanakh. section in Washim District
- » On EPC basis

Contract value of
₹ 2,099.52 Crores

- » L1 (lowest) bidder in two contiguous packages of Lucknow - Ghazipur Six Lane Access Controlled Purvanchal Expressway Project
- » In Uttar Pradesh
- » On EPC basis

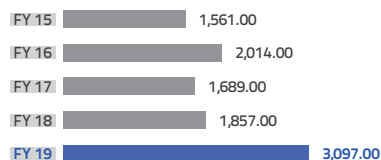
Aggregate contract value of
₹ 2,520.00 Crores

- » Letter of Award (LoA) from Public Works Department (PWD) for the widening and strengthening of 63.65 km from Lakhimpur to Dudhawa National Park State Highway (Two Lane with Paved Shoulders)
- » In the District of Lakhimpur - Kheri, UP,

Contract value of
₹ 186.48 Crores

FINANCIAL HIGHLIGHTS

Revenue (₹ in Crores)



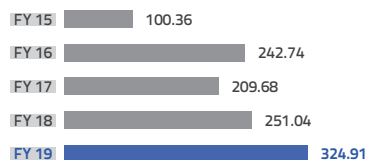
How we performed?

The Company reported 67% growth in revenue for 2018-19, as compared to the previous year.

Why it's so important?

Revenue or the Top Line, is the most important information for analysis, as it represents how effective we have been in generating revenues. It helps in analyzing the trend of the Company's progress over a period of time.

Profit After Tax (₹ in Crores)



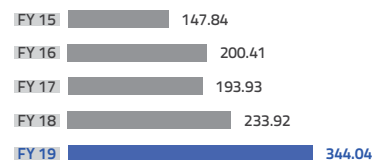
How we performed?

The Company reported 29% growth in Profit After Tax in 2018-19 as compared to 2017-18. The company's PAT Margins has also enhanced this year.

Why it's so important?

Profit after tax (PAT) or Bottom Line is a measure of net profitability of the company. It helps in analyzing how effectively the company manages its spending. PAT margin is a calculation of a company's profits, after all the expenses, as a percentage of its total revenue.

Profit Before Tax (₹ in Crores)



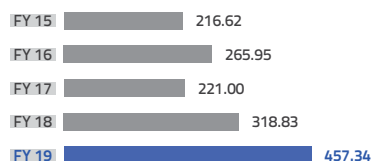
How we performed?

The Company reported 47% growth in Profit Before Tax in 2018-19 as compared to 2017-18.

Why it's so important?

Profit before tax (PBT) is a measure that looks at the Company's profits before taxes. It deducts all expenses from total income, which includes interest expenses and operating expenses, except for income tax.

EBITDA (₹ in Crores)



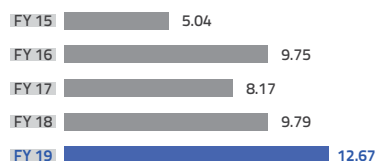
How we performed?

The Company reported a rise of 43% in EBITDA in 2018-19, in comparison with 2017-18.

Why it's so important?

Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA) simply is a measure of company's profitability, without the influence of financial and accounting deductions. It is now a standout component applied by investors when discussing business value.

EPS (in ₹)



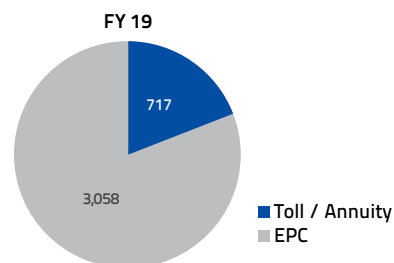
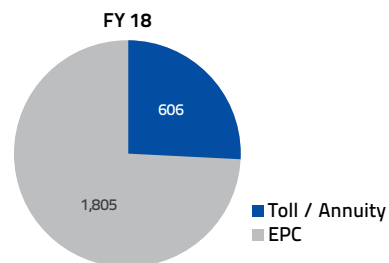
How we performed?

The Company reported a 29% increase in 2018-19 compared with the previous financial year.

Why it's so important?

Earnings per share (EPS) is the division of a company's profit allocated to each share.

Segmental Revenue Break Up on Consolidated basis (₹ in Crores)





FROM THE CHAIRMAN'S DESK

Dear Shareholders,

It gives me immense pleasure to connect with you once again, to present our Company's Annual Report for the Financial Year 2018-19. This year was of great significance for us, as we could be able to accomplish certain significant milestones in the areas of business development, project execution, funding for our new projects and growth in key financials of the Company, amid unremitting challenges. With robust order book, augmented resources, enhanced techno-financial capabilities and proven expertise, the prospects of growth are equally promising for the Company, going forward. I am happy to share snapshots of both performance and future outlook with you.

Performance Snapshot

During FY 19, we have secured five new mandates of ₹ 5863 crores aggregate value amidst stiff competition, which is the highest ever new business secured by our Company in a single financial year. New projects include two contiguous packages of Purvanchal Expressway in Uttar Pradesh for a total contract price of ₹ 2520 crores and one package of Nagpur-Mumbai Super Communication Expressway in Maharashtra for a contract price of ₹ 2000 crores. With the above record order inflow, unexecuted order book at the end of FY 19 stood at over ₹ 12,000 crores and even after execution of over ₹ 3000 crores value of works during the year, showing sound revenue visibility for the next 2 - 3 years.

During earlier two years, on majority of new projects secured by our Company, physical execution couldn't be commenced due to prolonged delay in declaration of appointed dates by the authorities owing to persistent holdups in timely acquisition and possession of vacant land by them. Even though our Company was fully geared-up to commence execution in full swing, our hands were virtually tied-up to move ahead primarily due to non-availability of required land and other impediments which were totally beyond our control and jurisdiction. Given the major challenge, the Company had taken widespread proactive measures, adopted multi-pronged strategies and assumed higher responsibilities than what envisaged in the contracts, in supporting the authorities in expediting the process of land acquisition and removal of encumbrances across projects. These concerted efforts made by our Company resulted in the declaration of appointed dates and commencement of execution at most of the awarded projects in the later part of FY 18 and during FY 19. During the year, our Company has also received completion certificates for two highway projects of Ministry of Road Transport & Highways, Gol namely rehabilitation and upgradation of Barabanki to Jarwal section of NH-28C and Sonauli to Gorakhpur section of NH-29E in UP. Both these projects were completed by us, despite the huge challenges and impediments persisted from the beginning till end.

Liquidity crunch has been another defining challenge that most of the players in infrastructure space encountered during the FY 19 as majority of the banks and financial institutions became wary and refrained from making any fresh commitments for funding new projects, with an apprehension of further aggravation on NPAs in the sector. Given such a challenging financial stringency, our Company has achieved financial closure for three of its Hybrid Annuity Model (HAM) highway development projects for an aggregate bid project cost over ₹ 4500 crores during FY 19 well within the scheduled timelines, which could not have been possible without our consistently healthy balance sheets and impressive credit ratings.

As you would have already noted from the annual financial declared earlier, there has been a quantum jump in our Company's both top and bottom lines in FY 19. Revenue, EBITDA and PAT steeply increased by 67%, 43% and 29% in FY 19 over FY 18 on standalone (EPC business) basis, which were the ever highest. The Consolidated Revenue, EBITDA and PAT of the Company also grew significantly in FY 19, over FY 18.

Future Outlook

Though there was some slowdown in the awarding activity by the authorities in the last quarter of FY 19 and first quarter of

FY 20 owing to elections to the Lok Sabha, project awarding activity is expected to gather momentum from September 2019 onwards. Authorities at both central and state governments have already launched large number of highway developmental projects for an aggregate estimated cost of over ₹ 1.00 lakh crores for bidding on EPC and HAM formats. Majority of these projects are expected to be awarded for implementation before the end of FY 20. As your Company has actively been pursuing the opportunities at both central and state levels and thoroughly prepared for bidding, a decent of new business is expected to be added in FY 20.

During FY 19 both fund-based and non-fund based limits of the Company have substantially been enhanced by the consortium of banks, which will enable us to pitch for more and larger size projects in FY 20. During FY 19, our Company has invested about ₹ 300 crores on procurement of modern and multifunctional plant and equipment and as on 31 March 2019, the gross block of Company has exceeded ₹ 1,000 crores. Company also plans to incur sizeable amount of capex during FY 20 to augment its machinery further. On manpower front also the Company has strengthened its team by recruiting new employees across the disciplines, with proven track record as we added nearly 3,300 new members to take the Company's total employee strength over 9,000 as on 31 March 2019. In FY 19, CARE Ratings have re-affirmed our Company's credit ratings at CARE (Double AA Minus) for Long Term Bank Facilities and CARE (Single A1 Plus) for Short Term Bank Facilities, which enable us to keep our borrowing costs at very competitive rates. I am happy mention that our ratings are amongst the best in the infrastructure industry.

With more than ₹ 120 billion unexecuted order book at the beginning of FY 20, well progressing physical execution across the projects, a large fleet of state-of-the-art construction plant & machinery in place, more than 9000 workforce with proven abilities and excellent financial health, the Company is scrupulously poised for scaling new heights in terms of overall growth in FY 20 both. We also expect to complete some of the major ongoing projects successfully and secure certain new project orders during FY 20. Going forward, we will continue to focus on roads sector, with EPC and HAM modes being the preferred formats of implementation. We would also pursue business opportunities in airport pavements and other areas that would have close synergies with our core competencies and current operations.

I would like to thank our Board members, for their immensely valuable guidance and insights. I would like to take this opportunity to thank the entire Team PNC, for their continued commitment and relentless efforts. It is because of their dedication, hard-work and determination that we are achieving newer heights progressively and I am also confident of scaling new heights going forward. I also want to thank our bankers, customers, business partners and vendors, for their unconditional support. Above all, my sincere gratitude to you our most valued shareholders, who have displayed unwavering trust and support in our efforts, business decisions and endeavors.

With warm regards,
Pradeep Kumar Jain
Chairman

BOARD OF DIRECTORS – PHOTO AND BIOGRAPHY



Mr. Pradeep Kumar Jain

1

Chairman & Managing Director

Mr. Pradeep Kumar Jain holds a Bachelor's Degree in Arts and has over 41 years of experience in the infrastructure and allied sectors. Before founding PNC Infratech, Mr. Jain was engaged in the business of providing integrated construction services for infrastructure sector, through PNC Construction Company, a sole proprietorship firm at Agra. He has been on the Board of Directors since incorporation. His current responsibilities include overall control, monitoring, administration and management of Company's operations, guiding the Company's key managerial functionaries on the strategy development and policy formulations for the growth and sustainability. He also interacts with key government officials and top executives of the stakeholders including banks.



Mr. Chakresh Kumar Jain

2

Managing Director and CFO

Mr. Chakresh Kumar Jain holds a Bachelor's Degree in Science and Law. His experience spans over 31 years with expertise in development of infrastructure projects across sectors including highways, expressway, bridges, flyovers, airports and power transmission lines among others. He has been on the Board of Directors since the Company's inception. His current responsibilities include overall administration and control of procurement process, mining & crushing operations, finance, fund management, accounts, human resource development and relationship management. He also oversees the operations of Company's BOT assets.



Mr. Yogesh Kumar Jain

3

Managing Director

Mr. Yogesh Kumar Jain holds a Bachelor's Degree in Civil Engineering and has over 26 years of professional experience in business strategy, planning, investment, bidding, development, execution, operation and management of infrastructure projects across sectors including highways, bridges, flyovers, airport runways, development of industrial areas, track construction for rail freight corridors and others. He has been on the Board of Directors since inception. His key expertise lies in business development, relationship management, contract administration and implementation management from concept to commissioning of projects.



Mr. Anil Kumar Rao

Whole-time Director

4

Mr. Anil Kumar Rao holds a Bachelor's Degree in Civil Engineering and a Master's Degree in Construction Technology and Management. He also holds a Degree in Law (LLB). He has over 32 years of experience in planning, engineering, implementation, contract administration and operation & maintenance of infrastructure projects in array of sectors, which include highways, bridges, airport pavements, rail track construction, heavy industrial structures and industrial area development among others across geographies and cultures. Prior to joining PNC Infratech in the year 1999, he had worked with Progressive Constructions, Gulfar Engineering & Contracting, Oman, IRCON International, Somdatt Builders in various senior positions. He is also a member of Indian Roads Congress and Institution of Engineers India. He has been a Director on our Board since November 17, 2000. His current responsibilities include overall monitoring and control of projects execution including the detailed engineering and contract administration.

Mr. Chhotu Ram Sharma

Independent Director

5

Mr. Chhotu Ram Sharma holds a Bachelor's Degree in Arts and is presently engaged in managing his own consultancy besides being an Independent Director in some of the listed and unlisted companies. He has around 40 years of experience of serving on important positions in foreign, public and private sector banks such as Centurion Bank of Punjab, Bank of Punjab, Andhra Bank, Citibank and Oriental Bank of Commerce. He is serving on the Board of Directors since October 25, 2007.

Mr. Gauri Shankar

Independent Director

6

Mr. Gauri Shankar holds Bachelor Degree in Science and Commerce, He has over 40 years' of experience in Banking and Finance served as Managing Director & Chief Executive officer of Punjab National Bank during the year 2015. He was also the Executive Director of the same Bank. Prior to this, he worked in Bank of India in various senior positions, which include General Manager of various departments viz, Finance (CFO), National Banking Group North (Operations), Asset Recovery, Learning and Development (HR) and Strategy and Planning. Mr. Shankar has vast experience in domestic and international banking operations. Worked in Bank of India's Singapore and Jakarta Operations. His forte is Finance, Strategy and HR Development. He also worked as DGM and Zonal Manager of Lucknow Zone. While in PNB, he was Chairman of PNB's wholly owned subsidiary Punjab National Bank (International) Limited, London and director on other subsidiaries and JVs (for different periods) namely PNB Housing Finance Limited, PNB Gilts Ltd. and Punjab National Bank Kazakhstan. He is serving as the Director on Company's Board since May 23, 2018.

Ms. Deepika Mittal

Independent Director

7

Ms. Deepika Mittal holds a Bachelor's Degree in Commerce and Law. She is also a qualified Chartered Accountant. Her professional experience of 17 years includes financial management, taxation and auditing activities. She is also a designated partner at M/s. PMA & Co., Chartered Accountants, Agra. She is serving as a Director on company's Board since September 8, 2014.

Mr. Ashok Kumar Gupta

Independent Director

8

Mr. Ashok Kumar Gupta holds a Bachelor's Degree in Medicine and a Master's Degree in Surgery. His professional experience includes serving as Professor in S.N. Medical College, Agra along with rich experience in entrepreneurship and management. He is serving on the board of Directors since October 25, 2009.

Mr. Krishan Kumar Jalan

Independent Director

9

Mr. Krishan Kumar Jalan holds Master of Philosophy Degree in Mathematics and Public Administration. He is former Secretary to the Government of India and spent over three and half decades in the Indian Administrative Service, Haryana Cadre. Mr. K K Jalan has held various senior positions including Additional Chief Secretary, Principal Secretary and Director of various departments of Haryana Government. During his initial career, he worked as the District Magistrate/Collector for five districts in Haryana namely Bhiwani, Sonapat, Rewari, Faridabad and Karnal. At Government of India, he had worked as Central Provident Fund Commissioner and major e-governance initiatives taken and activities were undertaken in the Employee Provident Fund Organization under his leadership. He has also worked as Joint Secretary in the Ministry of Textiles, Government of India. He is serving as the Director on Company's Board since February 13, 2019.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT



Upgradation of Barabanki-Jarwal Section of NH-28C

Global Economic Overview

The global economy started 2018 on an upbeat note, where many developed countries, growth rates rose close to their potential, while unemployment rates dropped to historical lows. Among the developing economies, the East and South Asia regions remained on a relatively strong growth trajectory, amid robust domestic demand conditions coupled with pickup in manufacturing. Though it lost steam in second half of 2018 due to abrupt stringency in the global financial condition and implementation of tariffs by major economies specially the United States—and retaliatory measures taken by others, including China.

While 2019 started out on a weak sentiment, gradual pick up is expected in the second half of the year coupled by significant policy accommodation by major developed and developing economies. The Federal Reserve, to mitigate the rising global risk, paused its rate hike and signalled no rate hikes for the rest of the year. Major central banks of the world such as European Central Bank, Bank of England including Bank of Japan have shifted to a more accommodative stance. China has ramped up its fiscal and monetary stimulus to deal with the effects of trade tariffs. Furthermore, US–China trade tensions are expected to settle as the prospects of a trade agreement is expected to reach on some consensus. Despite all these actions, global growth is expected to remain at around 3.0 % in 2019.

Indian Economic Overview

As per International Monetary Fund India's economy is set grow by 7.3% in 2019 and 7.5% in 2020 and be the world's fastest-growing major economy while the global economy growth pace is forecasted to be slow. With inflation remaining below the target range, the central bank has reduced its repo rate thrice by 25 BPS each, which expected to help infusion of more e the liquidity in the system. Change of the policy stance to 'accommodative' from 'neutral' is also a key positive.

With improved compliance and increased tax base, the tax to GDP ratio has reached 12%, highest in the recent past, up from 10.1% in 2013–14. This increased revenue has been deployed for benefits of the nation and creation of infrastructure. By 2024 capital investment is expected to be of ₹ 100 lakh crores in the infrastructure sector which will bring in huge opportunities in the industry. By anchoring inflation at 4% and cleaning up our banking system has created space for structural reduction in the cost of capital. This will not only help infrastructure

investment but investment also in the wider economy. Thus, a new India is expected to be built on the basis of investment driven growth.

Infrastructure Sector

India's infrastructure sector is poised for strong growth over the coming years as the government investment in public infrastructure projects is expanding. In the Union Budget 2019-20, the Government of India has given a push to the infrastructure sector by allocating ₹ 4.56 lakh crores for the sector. Also, gradual reforms in India's regulatory environment like Make in India Initiative, Changes in IBC and reduced barriers in foreign investment will help improve the market's attractiveness to private and foreign firms.

India has started marching and is being seen on the path of global standards in infrastructure and civic amenities. Today India is on the path of setting up a multi modal transportation system with an idea to put all modes of transport together and interlink our Roadways, Waterways, Airways and Railways to make it more efficient and convenient for the people of the country and your company is fully equipped to grab these opportunities.

Infrastructure sector has seen a massive push like never before, mainly highways, renewable energy and urban transport. Construction of roads and railway lines has seen a major pace and has doubled in past few years. India has now efficient ports. Roughly 18,000 villages deprived of electricity are now brightly lit due to rural electrification efforts covering more than 2.6 crore homes through Saubhagya Yojana with over 1.5 crore homes built over last five years.

Roads, Highways, Flyovers & Bridges Sector

The year gone by is one of the best years in the last decade so far as highway construction and upgradation in the country is concerned which has touched 10,800 km or 30 km per day.

Road construction has seen an unprecedented pace in last few years and is expected to gain further traction, the goal is to double the length of the National Highways by 2022, and construct about 60,000 Kms of National highways in next five years. Over a period 2014 to 2018, there has been a good improvement in the award activity, which came up to 47 kilometres a day in 2018, however last few months has



seen a drop in awarding activity due to industry spiralling land acquisition cost and the funds crunch, while is expected to stabilise in the near future. The focus will be on execution for the majority of the players who have bagged good amount of order books.

Under the Union Budget 2019-20, the Government of India has allocated ₹ 1.12 trillion under the Ministry of Road Transport and Highways. In coming few years, the government plans to roll out approximately 40,000 kilometres of award activity, which is quite ambitious and positive for your company

because of its strong presence across the country, execution excellence and brand image build over the years. The Government's current run rate is around 30 kilometres, and it has a target to build 40 kilometres of highways per day in the coming future, which to our belief is achievable, considering the number of projects which have already been awarded and which are under execution.

The National Highways Authority of India is all set for implementing its another flagship highway development programme Bharatmala 2.0, after the successful

implementation of Bharatmala road project. Here, the primary focus on building expressways which allow uninterrupted traffic flow. Under the second phase of Bharatmala, the government has proposed to build nearly 3,000 km of expressways, including Varanasi-Ranchi-Kolkata, Indore-Mumbai, Bengaluru-Pune and Chennai-Trichy projects. Except a few identified stretches, all others will be greenfield projects, which means these new roads will bring greater opportunities for your company, considering its strong presence in these regions and strong financial position.

Railways

Railways play a key role in term of providing reasonably fast, economic and safer means of conveyance. By merger of Railway Budget with the General Budget, the Government has been able to put forth the idea of modal transportation to implementation.

India's railway network is recognised as one of the largest railway systems in the world under single management spread over 1,15,000 km, with 12,617 passenger trains carrying over 23 million passengers daily. On the commercial front, freight traffic increased to 1,159.57 million tonnes in FY18 and during Apr 2018 to Jan 2019 it increased by 5.28 per cent Y-o-Y to 1,001.98 million tonnes.

The government has been investing heavily to upgrade railway infrastructure. In the Interim union budget 2019-20, the Indian Railways has allocated capital expenditure at around ₹ 1.58 lakh crores which is highest so far. Further the government has allocated a total of ₹ 18,019 for construction of new lines, gauge conversion, doubling of tracks, rollingstock and for signalling and telecom. Private sector companies are now being encouraged to participate in rail projects, which was been predominantly in the public domain. Our strong execution capabilities and experience and government friendly policies will help company bag new projects awarded by the government in the coming future.

Airways

India has become the third largest domestic aviation market in the world and is expected to overtake UK to become the third largest air passenger market by 2024. India's aviation industry has seen a high in the past where domestic aviation market has recorded 52 consecutive months of double-digit growth by December 2018. However, year 2019 started with weak sentiments due to major issues faced by few airline operators.

Indian air passenger traffic is expected to increase by 36 percent by year 2020 to 421 million from 308.75 million in 2017-18. In the last five years the domestic passenger traffic has doubled, which has led to more job creation. Due



to schemes like 'UDAAN', ordinary citizens are also able to travel by air.

India now has more than 100 operational airports with the inauguration of the Pakyong airport in Sikkim. The Government of India aims at making Indian air cargo and logistics most efficient, seamless and cost and time effective for which it has released the National Air Cargo Policy Outline 2019 which aims at making it world class by the end of the next decade. The government has also introduced NextGen Airports for Bharat-Nirman Scheme in 2018-19 union budget which aims a five-fold increase in India's airport capacity to handle a billion trips per year.

The government has been encouraging private sector participation in the aviation sector. Between FY18-23 investments to the tune of ₹ 420-450 billion are expected in India's airport infrastructure. Before liberalisation Airport Authority of India was the only major player involved in developing and upgrading airports in India. But now, private sector participation in the sector has been on increasing trend. An 'in-principle' approval to 19 airports, out of which 7 are going to be developed on a PPP basis, with an investment of ₹ 27,000 crore has been given by the Government of India.

Government push for aviation sector has brought new opportunities for your Company, as it has experience by executing 19 airport runways and pavement works across India and has also been awarded "Super Special Class" certificate from Military Engineering Services. The techno experiential credentials of the company in airport construction will enable to bid for large projects of both MES and AAI.

Key competitive advantage

With more than 2 decades of experience in the industry and our integrated business model (i.e in-house design, engineering, development, construction, operation and management, coupled with large equipment bank), we have emerged as one of leading highway development, construction and management companies in the country. Our strong execution, timely completion capabilities, long term relations with the stakeholders and wide geographical presence have been the strong pillars of our growth story. With problems of financial closure and fund raising across industry, our strong balance sheet position, strong credit profile and brand image have helped us stay ahead of the curve and overcome these challenges.

In-house design, engineering, development, construction, operation and management & large and modern equipment bank

Our company has always been conscious about the cost matrix, where the company executes majority of the project work in house and outsource only non-core items mainly to maintain the lower dependency on third parties and deliver projects on time, without compromising on the quality and profitability. The company has a large bank of advanced equipment of global standards in-house, along with a strong technical team which helps us execute efficient operations and establish credentials in constructing roads & highways, bridges and airport runways.

Established relationship with public sector clientele and excellent pre-qualification credentials

Over the past 20 years, the company has worked with several State Governments and Central Government authorities. In



this year, the company has been able to successfully execute several infrastructure projects in number of states, which has helped us build strong client relations and also helped us mitigate risk to our business model and efficiently manage our working capital cycle. We have been able to build successful, strong and long-term relations with our clients which includes Central, State and Local Government authorities like NHAI, MoRTH, Airports Authority of India, Military Engineering Services, Delhi State Industrial and Infrastructure Development Corporation Limited, Haryana State Roads and Bridges Development Corporation Limited, Madhya Pradesh Road Development Corporation Limited, Uttar Pradesh State Highways Authority, Uttar Pradesh Expressways Industrial Development Authority, State PWDs, Dedicated Freight Corridor Corporation of India Limited and others.

With strong execution credentials, we have been able to qualify to bid for any large projects awarded and can bid for a single project upto a ticket size of ₹ 4,000 crores individually meeting financial and technical qualifications.

Multi-state presence with regional focus

As we have our corporate presence and base in North India, our majority of the projects are located in the northern part of the country and we have a very strong presence in Delhi & NCR regions and in the states of UP, Rajasthan, Haryana, Punjab, Madhya Pradesh and Uttarakhand. In terms of project execution, we have executed 60 major infrastructure projects spread across 14 states, of which 38 are road EPC projects, 19 airport projects, railway track construction, power transmission and industrial area redevelopment project one each. We also have a portfolio of development projects on PPP mode which includes 6 BOT projects comprising of both toll & annuity assets, 1 OMT (Operate, Maintain, Transfer) project and 7HAM projects spread across 5 states.



Financial Overview

On Standalone basis Revenue for financial year 2019 stood at ₹ 3,071 Crores, which is higher by 71% compared to financial year 2018 revenue of ₹ 1,798 Crores. Revenue of FY19 excludes an amount of ₹ 25.30 Crores received from one of the subsidiary companies namely PNC Raebareli Highways Private Limited on 8th May 2018 towards the 'Bonus Annuity' where PNC Infratech being the EPC contractor was entitled for 75% of the bonus amount of ₹ 33.73 Crores, Similarly for FY18 revenues excludes ₹ 58.23 crores received towards bonus for the early completion of Agra-Firozabad project on 3rd February 2018 from UPEIDA.

EBITDA for financial year 2018 -19 is ₹ 457 crores as against ₹ 318 Crores of FY18 which is higher by 43%.

PAT for financial year 2019 is ₹ 324 crores as against ₹ 251 Crores, which is higher by 29% compared to financial year 2018.

Our company has always focused on optimising the cost and maintaining a healthy working capital cycle for the year ended 31st March 2019 our net working capital cycle days on a standalone basis stood at 97 days where as debtor days stood at 73 days as against 113 days and 136 days a year ago. Our inventory days stood at 70 and payable days stood at 82 as on 31st March 2019. The Company has been able to maintain an efficient capital structure and has a healthy interest coverage ratio.

The Company's net worth as on 31st March 2019 on standalone basis is ₹ 2,115 crores whereas total debt is ₹ 375 crores which translates to Debt to Equity of 0.18 times.

The interest coverage ratio for the financial year 2019 is 6.4 times as compared to 8.6 times for financial year 2018.

The current ratio which indicates Company's ability to pay short term obligations has remained strong at 2.1 times for the financial year 2019.

During the year CARE Ratings Limited has reaffirmed its rating to AA- (Double A Minus) for the Long Term Facilities and A1+ (A One plus) for the Short Term bank facilities of the Company.

The Consolidated Revenue (excluding bonus) of the Company for FY19 stood at ₹ 3,749 Crores as against ₹ 2,353 Crores in FY18 which is higher by 59% of the total revenue excluding bonus, EPC segment contributes approximately 81% whereas the Toll/Annuity Income contributes 19%. The Toll / Annuity Income for the financial year 2019 grew by 18% to ₹ 717 crores as compared to ₹ 606 crores in financial year 2018.

The Consolidated Operating Profit or EBITDA (i.e. Earnings Before Interest, Tax, Depreciation and Amortization) for FY19 is ₹ 1007 crores as compared to ₹ 763 crores in FY18. The Consolidated Profit Before Tax for FY19 is ₹ 359 crores as compared to ₹ 216 crores in FY18. The Consolidated Profit After Tax, Minority Interest and Share in Profit / Loss of Associate for FY19 is ₹ 351 crores as compared to ₹ 243 crores in FY18.

On Consolidated basis the Company's Net worth as on March 31, 2019 is ₹ 2,024 crores whereas total debt is ₹ 2,775 crores. The Debt to equity on consolidated basis comes at 1.37 times.

Outlook

As of 01 March, 2019, the total length of National Highways in India stood at 1,32,499 km and targeted to complete 2,00,000 km by 2022. The Government has received public sector undertakings from countries like Malaysia and Japan for funding the upcoming highway projects in India – annuity model which will be a key positive for Indian infrastructure industry and ease out the liquidity issues. With several government initiatives like allowing financial institutions to raise money through tax free bonds, 100 FDI under automatic route, growing participation of the private sector through Public-Private Partnership (PPP) will give major push to infrastructure industry especially for a Company like ours with strong execution and investment capabilities in highway sector.

With the support of in-house design & engineering capabilities and large equipment bank and unflinching support by the key stakeholders such as bankers, customers, business partners, vendors and government authorities the company has been able to built-up a strong order book which will help drive growth in next 2-3 years result in enhancing the stakeholders' value creation.

Risks & Mitigation

Competition risk

As the sector grows and more players may get qualified to bid projects awarded, Our Company may face competition risk.

Mitigation

Due to our Company's strong execution history our target is to bid larger projects as there is lesser competition, also our Company capability to bid for a single project up to a ticket size of ₹ 4,000 crores individually, plays an important role in mitigating the competition risk. Our focus of executing the awarded projects before the scheduled completion dates and within the budgeted cost helps us to earn bonus wherever there is such provision. When we generally bid for projects with a minimum profitability threshold which helps us to maintain our margins. With Government's focus on infrastructure development especially on Roads & Highway construction, we see huge opportunities in the sector and the players with better operating efficiency like us stands to benefit from this.

Capital-intensive business risk

Infrastructure business is capital intensive by nature. Availability of sufficient funds is critical for bidding of projects, particularly fund-based projects such BOT-toll, HAM and TOT mode.

Mitigation

Infrastructure business is capital intensive by nature. The profitability of the projects greatly depends on our ability to optimize the working capital cycle and timely execution. Recently in the industry there are many issues faced with financial closure of the projects but our Company having one of the best credit ratings in the Industry, we enjoy lower rate of interest and better terms on various loans for financing our construction equipment, term debt for projects and working capital facilities. Also, we have our own large construction equipment bank which enables us to pool the equipment for various projects which are in the same geographical vicinity. We have always tried to keep our debt-equity ratio low by utilizing our internal accruals in an efficient manner which has enabled us to maintain better profitability from project execution and growth in toll revenues.

Traffic growth risk in BOT projects

In BOT-toll projects, revenue stream has continuous risk of traffic not growing on the project roads and toll rates are not increased as estimated in the projections at the time of bidding.

Mitigation

Our Company has a strong due diligence in place which goes through a detailed and robust traffic estimation and forecast

before bidding for any prospective project, also we conduct a stress test which assesses and projects for various scenarios and help us put in a fairly accurate bid for a given project. In order to avoid major maintenance costs and keep the road ride worthy for users, the Company regularly undertakes preventive repairs and maintenance of the road during its operational phase. Also, as part of our risk mitigation strategy for our development business, we continue to diversify our project portfolio by having an optimum mix of BOT-Toll, BOT Annuity, OMT and HAM projects.

Input cost risk

The availability of the right quality and quantity of resources is critical for the timely completion of infrastructure projects. Any unexpected escalations in the input costs will have direct impact on the margins.

Mitigation

Fluctuations in input cost are very critical for any infrastructure project and our strategy is to have full control on various input costs through ownership or through long term contracts. The Company has its own mines and crushers of stone aggregates to fulfil its requirement which is one of the major cost contributors. Apart from this, the Company procures other important raw materials like cement and steel directly from leading manufacturers with whom we have developed strong relationships over a period of time which ensures the best prices, quality and in-time supplies. Still, there are times when the cost of raw material increases and to mitigate this, the contracts with Government clients has relevant cost escalation provisions which help us protect our margins during the project execution phase.



Labour Risk

People are the most valuable assets in the construction business. Increase in attrition rate could lead to loss of competitive edge, as it may lead to project delays and cost escalations. One of major problems faced by the industry is recruitment and retention of trained and talented professional employees.

Mitigation

For timely and effective project execution labour plays a very important role. In order to ensure their engagement, we have always tried and maintained a cordial, employee-friendly and stress-free environment through various team building activities. Adoption of open-door policy by the company helps us to reduce the hierarchical strain in the organization and foster an entrepreneurial working style. Our remuneration policy is based on performance and is at par with the best industry standards. We always believe in sharing our milestones and achievements with our employees, as a part we also share the early completion bonus received for the projects with the concerned project staff.

Human Resource Management

As of 31st March 2019, the total employee strength of the Company was over 7,400 employees. The management constantly focuses on skill development of professionals and managers within the Company as we believe employees are the building pillars for the future growth of the Company. Our team of home-grown professionals, with specific domain knowledge has helped us stay ahead of the curve. The Company also ensures that the employees are motivated

to carry out their responsibility with utmost responsibility through moral support and financial rewards.

Internal Control Systems

The Company has adequate internal control systems that are commensurate with the size and nature of its business which ensures that all the assets are acquired in an economical manner and are safeguarded, protected against loss from unauthorised use or disposition and all transactions are authorised, recorded and reported correctly. The internal control system is supplemented by well-documented policies, guidelines and procedures and reviews carried out by the Company's internal audit department. Audits of various departments are conducted as per the annual audit plan through internal auditors, who submit reports to the management and the Audit Committee of the Board from time to time. The views of the statutory auditors and ISO auditors are also considered to ascertain the adequacy and efficacy of the internal control system and measures. The project sites of the company are covered through extensive CCTV surveillance system and SAP ERP system. All these measures are continuously reviewed by the management and as and when necessary and required improvements are made.

Cautionary Statement

In this annual report, we have disclosed forward-looking statements and information to enable investors to know our growth prospects and take informed investment decisions. This report and other statements, written and oral, that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. Forward-looking statements are based on certain assumptions and expectations of future events. The achievement of such results is subject to risks, uncertainties and even less than assumptions. Market data and information gathered from various published and unpublished reports and sources, their accuracy, reliability and completeness cannot be assured. We do not undertake to make any announcement in case any of economic scenarios, industry developments and the forward-looking statements become materially incorrect in future or update any development and forward looking statements made from time to time by or on behalf of the Company.



Toll Plaza at Aligarh- Moradabad Section of NH-19

DIRECTORS' REPORT

TO THE MEMBERS,

On behalf of the Board of Directors, it is our pleasure to present the 20th Annual Report on the business and operations of your Company together with the Audited Financial Statement of **PNC Infratech Limited** ("the Company" or "PNCIL") for the financial year ended March 31, 2019.

1. Results Of Our Operations

The summarized standalone and consolidated financial results of the Company are given below:

₹ in Lakhs (except EPS)

Particulars	Standalone Results For the year ended as at		Consolidated Results For the year ended as at	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Revenue from Operations	309687.31	185658.09	377435.82	241139.29
Total Expenses	279586.84	164567.52	346199.90	221341.65
Add/(Less): Share in profit/(loss) of Associates	-	-	69.93	(596.95)
Profit/(Loss) before tax & prior period expenses	34404.26	23392.68	35967.42	21635.71
Prior period expense (Net)/Exceptional Item	-	-	-	-
Profit/(Loss) Before Tax	34404.26	23392.68	35967.42	21635.71
Tax Expense (Net)	1913.04	(1711.42)	830.99	(2665.02)
Profit /(Loss) After Tax	32491.22	25104.1	35136.43	24300.73
Earnings Per Share (Basic & Diluted)	12.67	9.79	13.70	9.47

2. Financial Performance

On a standalone basis, revenue of the Company for FY19 is ₹ 309687.31 Lakhs as compared to ₹ 185658.09 Lakhs in FY18. The Operating Profit (i.e. Earnings before Interest, Tax, Depreciation and Amortization) for FY19 is ₹ 45734.21 Lakhs as compared to ₹ 31883.04 Lakhs in FY18. The Profit before Tax for FY19 is ₹ 34404.26 Lakhs as compared to ₹ 23392.68 Lakhs in FY18. The Profit after Tax for FY19 is ₹ 32491.22 Lakhs as compared to ₹ 25104.10 Lakhs in FY18.

The Consolidated Revenue of the Company for FY19 is ₹ 377435.82 Lakhs as compared to ₹ 241139.29 Lakhs in FY18. The Consolidated Operating Profit (i.e. Earnings before Interest, Tax, Depreciation and Amortization) for FY19 is ₹ 100680.51 Lakhs as compared to ₹ 76909.70 Lakhs in FY18. The Consolidated Profit before Tax for FY19 is ₹ 35967.42 Lakhs as compared to ₹ 21635.71 Lakhs in FY18. The Consolidated Profit after Tax, Minority Interest and Share in Profit / Loss of Associate for FY19 is ₹ 35136.43 Lakhs as compared to ₹ 24300.73 Lakhs in FY18.

3. State of Affairs & Future Outlook

During the year and up to the date of this Report, the Company has bid for and has been awarded/become L1 for the following projects:

- 55.7 km long Four Laning of Challakere to Hariyur section of NH 150 A, from km 358.50 to 414.205 in the state of Karnataka under Bharatmala Pariyojna to be executed on Hybrid Annuity Mode.
- Construction of access controlled Nagpur – Mumbai super communication expressway (Maharashtra Sammrudhi Mahamarg) in the state of Maharashtra on EPC mode for package 4 from km. 162.667 to km 217.023 in District Washim.
- Development of Purvanchal Expressway (Package VI) from Gobindpur to Mozrapur from Km 218+300 to km 246+500 in the state of Uttar Pradesh on EPC Basis
- Development of Purvanchal Expressway (Package V) from Sansarpur to Gobindpur from Km 164+300 to km 218+300 in the state of Uttar Pradesh on EPC Basis.
- Widening and strengthening of Lakhimpur to Dudhawa National Park Road (SH) two lane (Length 63.650 km.) in the district Lakhimpur-Kheri.

In financial year 2018-19, Company has been awarded with projects over ₹ 5900 crore and expect to receive more contracts in the current financial year.

The total outstanding contract value pending execution was ₹ 12210 Crore as on March 31, 2019.

1. The Company is presently executing the following major projects:

HIGHWAYS		
Sr.	Category	Name of the Project
1	Highways	Four laning of Koilwar to Bhojpur Section, design Chainage from 33.250 to 77.100 (NH-30 & 84) in the state of Bihar under NHDP Phase-III on EPC mode.
2	Highways	Four laning of Bhojpur to Buxar Section, design Chainage from 77.100 to 125.00 (NH-84) in the state of Bihar under NHDP Phase-III on EPC mode.
3	Highways	Up-gradation of Aligarh Moradabad section of NH-93 to 2-Lane with paved shoulders from km.85.650 (existing 85.650) to km.232.020 (existing km.232.000) in the State of Uttar Pradesh under NHDP Phase-IV on EPC mode.
4	Highways	4-Laning of Varanasi Gorakhpur Section of NH-29 from km.12.000 (Design chainage km.12.010) to km.88.000 (Design chainage km.84.160) [Package-II from Sandah to Birnon] in the State of Uttar Pradesh under NHDP Phase-IV on EPC Mode.
5	Highways	4-Laning of Nagina-Kashipur section of NH-74 from km.71.614 (existing km.73.000) to km.170.407 (existing km.175.000) in the States of Uttarakhand and Uttar Pradesh under NHDP Phase-IV on EPC Mode.
6	State Highways	Construction of 3 Lane Road on both side of Sharda Sahayak Feeder Canal from Lucknow-Faizabad Road to Lucknow-Sultapur Road.
7	State Highways	Widening & Strengthening of Etah-Kasganj Road , O.D.R. Chainage 0.00 to 24.30 Km. and Bareilly-Mathura Road , SH-33 Chainage 161.50 to 145.00 Km.) Total length 40.800 Km. (Distt. Etah: 20.00 Km. & Distt. Kasganj: 20.80 Km.)
8	State Highways	Upgradation of MDR No. 82W Nanau Dadon (Section from Km 0.000 to Km. 30.000) in District Aligarh.
9	Highways	Four laning/Two laning with paved shoulder from Km.0.000 to Km.83.453 of Dausa-Lalsot-Kauthun Section of NH-11A Extn. in the State of Rajasthan under NHDP Phase-IV on Hybrid Annuity Mode.
10	Highways	Six laning of Chitradurga-Davangere including Chitradurga Bypass (km. 189.00 to km. 260.00) of NH-48 (Old NH-4) in the state of Karnataka on Hybrid Annuity Mode under NHDP Phase-V.
11	Highways	Four Laning of Jhansi-Khajuraho Section (Package-I) from km. 0.00 to km. 76.3 of NH-75/76 in the State of Uttar Pradesh & Madhya Pradesh under NHDP Phase-III on Hybrid Annuity Mode.
12	Highways	Four Laning of Jhansi-Khajuraho Section (Package-II) of NH-75/76 from Design Chainage Km. 76.3 near Village Chhatipahari to Design Chainage Km. 161.7 near Bamitha town in the State of Uttar Pradesh & Madhya Pradesh under NHDP Phase-III on Hybrid Annuity Mode.
13	State Highways	Development of Purvanchal Expressway Project (Package-V): From Sansarpur (Dist. Sultanpur) to Gobindpur (Dist. Azamgarh) (Km. 164+300 to Km. 218+300) in the State of Uttar Pradesh on EPC Basis.
14	State Highways	Development of Purvanchal Expressway Project (Package-VI): From Gobindpur (Dist. Azamgarh) to Mojrapur (Dist. Azamgarh) (Km. 218+300 to Km. 246+500) in the State of Uttar Pradesh on EPC Basis.
15	State Highways	Construction of Access Controlled Nagpur-Mumbai Super Communication Expressway (Maharashtra Samruddhi Mahamarg) in the State of Maharashtra on EPC Mode for Package 4, From Km.162.667 to Km.217.023 In Section-Village Donad Bk. to Village Januna kh. in District Washim.
16	Highways	6-laning of Chakeri to Allahabad Section of NH-2 from km.483.687 to km.628.753 (Design Length-145.066 km) in the State of Uttar Pradesh under NHDP Phase-V on Hybrid Annuity Mode.
17	Highways	Four laning of Aligarh-Kanpur Section from km.186.000 (Design Chainage km.195.733) to km.229.000 (Design Chainage km.240.897) [Package-II from Bhadwas-Kalyanpur] of NH-91 in the State of Uttar Pradesh on Hybrid Annuity mode under Bharatmala Pariyojana.
18	Highways	Four laning from Km.358.500 to Km.414.205, Challakere to Hariyur section of NH-150A, on Hybrid Annuity Mode under Bharatmala Pariyojana in the State of Karnataka.
AIRPORT RUNWAYS		
19	Airport Runways	Resurfacing/strengthening of Runway at AF station Kanpur.

4. Dividend

Keeping in view the continued good performance, future funds requirements of the Company and Dividend policy of the Company for rewarding shareholders, your Directors are pleased to recommend a dividend of 25% i.e. ₹ 0.50 per equity shares of ₹ 2/- each, on 25,65,39,165 no. of equity shares, amounting to ₹ 1282.70 Lakhs for the financial year 2018-19.

The dividend, if approved by the members, shall be subject to tax on dividend to be paid by the Company. The payout is expected to be ₹1546.42 Lakh (Inclusive of Corporate Dividend Tax of ₹263.72 Lakhs).

5. Transfer To Reserves

The Directors do not propose to transfer any amount to Reserves.

6. Subsidiaries, Joint Ventures And Associate Companies

The Company has two direct subsidiary, Fourteen step-down subsidiaries and one associate company as on March 31, 2019. There are no joint ventures of the Company. In accordance with Sec 129(3) of the Companies Act, 2013 (Act), the consolidated financial statements ('CFS') of the Company forms part of this Annual Report. Also, a statement containing the salient features of the financial statement of the subsidiaries and associates in prescribed format AOC-1 is provided as an Annexure to the CFS.

During the financial year under review, two company have been incorporated as step down subsidiaries as detailed below:-

1. The Company was declared L1 (lowest) bidder for the project of Four Laning of Aligarh-Kanpur section from km 186.00 to km 229.00 of NH 91, in the state of Uttar Pradesh under Bharatmala Pariyojna on Hybrid Annuity Mode. To implement the said Project, 'PNC Aligarh Highways Private Limited, a Special Purpose Vehicle was incorporated on April 12, 2018 by the Company. 'PNC Aligarh Highways Private Limited' is the newly incorporated step – down subsidiary of PNCIL.
2. The Company was declared L1 (lowest) bidder for the project of Four Laning from km 358.500 to km 414.205, Challakere to Hariyur section of NH-150A, On Hybrid Annuity Mode under Bharatmala Pariyojna in the state of Karnataka. To implement the said Project, 'PNC Challakere (Karnataka) Highways Private Limited, a Special Purpose Vehicle was incorporated on July 06, 2018 by the Company. 'PNC Challakere (Karnataka) Highways Private Limited' is the newly incorporated step – down subsidiary of PNCIL.

Further, pursuant to the provisions of Section 136 of the Act, the audited financial statements including the consolidated financial statements along with relevant documents, and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

As per Listing Regulations, Four Subsidiaries namely PNC Infra Holdings Limited, PNC Raebareli Highways Private Limited, PNC Kanpur Ayodhya Tollways Private Limited and PNC Rajasthan Highways Private limited are the Unlisted Material Subsidiaries of the Company for financial year ended on March 31, 2019. Company's Policy on Material Subsidiaries is placed on the website of the Company at <https://www.pncinftratech.com/pdfs/policy-for-determining-material-subsidiaries-pnc-infratech-limited.pdf>.

7. Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls which are followed by the Company and that such financial controls are adequate and are operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws are in place and such systems are adequate and operating effectively.

8. Corporate Governance

The Company continues to place greater emphasis on managing its affairs with diligence, transparency, responsibility and accountability and is committed to adopting and adhering to best Corporate Governance practices.

The Board considers itself as a trustee of its shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth. The Company has set itself the objective of expanding its capacities. As a part of its growth strategy, it is committed to high levels of ethics and integrity in all its business dealings that avoid conflicts of interest. In order to conduct business with these principles, the Company has created a corporate structure based on business needs and maintains a high degree of transparency through regular disclosures with a focus on adequate control systems.

In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') a separate report on corporate governance along with a certificate from the M/s DR Associates, Company Secretaries, on its compliance, forms an integral part of this report.

9. Risk Management

The Company recognizes that risk is an integral part of business and is committed to manage the risk in a proactive and efficient manner. The Company has Risk Management Policy in place. The Policy provides for a risk management framework to identify and assess risk such as operational, strategic, resources, security, industry, regulatory & compliance and other risk and put in place an adequate risk management infrastructure capable of addressing these risks. The Board periodically reviews the risk, if any, and ensures to take steps for its mitigation.

10. Contracts And Arrangements With Related Parties

During the financial year 2018-19, the Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with the Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Companies Act, 2013, rules issued there under and in compliance of the Related Party Policy of the Company and in accordance with Regulation 23 of the SEBI Listing Regulations. During the financial year 2018-19, the Company did not enter into materially significant transactions with Promoters, Key Managerial Personnel or other related parties. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is not applicable. The details of the related party transactions as required under IND AS- 24 are set out in Notes to the standalone financial statements forming part of this Annual Report.

The policy on Related Party Transactions as approved by the Board may be accessed on the Company's website at the link: <https://www.pncinfratech.com/pdfs/policy-on-materiality-and-dealing-with-relatedparty-transactions-pnc-infratech-limited.pdf>

11. Corporate Social Responsibility (CSR)

The Company continues to believe in operating and growing its business in a socially responsible way. This belief forms the core of the CSR policy of the Company that drives it to focus on holistic development of its host community and immediate social and environmental surroundings qualitatively. Hence in accordance with the requirements of Section 135 of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility Committee ("CSR Committee"). The composition and terms of reference of the CSR Committee are provided in Corporate Governance Report. The Company has framed Corporate Social Responsibility policy which is available on link at <https://www.pncinfratech.com/pdfs/pnc-csr-policy.pdf>. Annual Report on CSR activities as required

under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as "Annexure I" to this report.

12. Internal Financial Control

The Company has an internal financial control system commensurate with the size and scale of its operations and the same has been operating effectively. The Internal Auditor evaluates the efficacy and adequacy of internal control system, accounting procedures and policies adopted by the Company for efficient conduct of its business, adherence to Company's policies, safeguarding of Company's assets, prevention and detection of frauds and errors and timely preparation of reliable financial information etc. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations, if any and corrective actions thereon are presented to the Audit Committee of the Board.

The policies to ensure uniform accounting treatment are extended to the subsidiaries of the Company. The accounts of the subsidiary companies are audited and certified by their respective Auditors for consolidation.

The Management periodically reviews the financial performance of the Company against the approved plans across various parameters and takes necessary action, wherever necessary. Internal Auditors have been appointed who report on quarterly basis on the processes and system of accounting of the Company. The observations, if any, of the Internal Auditors, are resolved to their satisfaction and are implemented across all the sites. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

13. Directors And Key Managerial Personnel

Mr. Yogesh Kumar Jain (DIN-00086811) Managing Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, and being eligible has offered himself for re-appointment. Your Directors recommend his re-appointment.

During the year under review, Mr. Subhash Chander Kalia and Mr. Rakesh Kumar Gupta have resigned from the post of Independent director w.e.f. May 24, 2018 and Jan 10, 2019 respectively. The Board places on record its appreciation for the contributions made by them in the deliberations of the Board and its committees thereof.

On May 23, 2018, Mr. Gauri Shankar (DIN-06764026) on the recommendation of Nomination and Remuneration Committee, was appointed by the Board as an Additional Non – Executive Independent Director on the Board of the Company and regularized in AGM held on September 29, 2018. Mr. Shankar is a seasoned banker and in past served with PSU banks like Bank of India and Punjab National Bank

at a senior board level. He has overall 4 decades of experience in the field of Finance and Banking.

On February 13, 2019, Mr. Krishan Kumar Jalan (DIN-01767702) on the recommendation of Nomination and Remuneration Committee, was also appointed by the Board as an Additional Non – Executive Independent Director on the Board of the Company. Mr. Jalan is former Secretary Govt. of India. He is in receipt of various awards and accolades for outstanding work during his career stints at various organizations which includes the National E- Governance award-Gold Category for implementation of UAN in EPFO, Director Special Award for outstanding contributions during stay at IIPA and BHIM Award for promotion of sports in Haryana.

The resolution pertaining to his appointment as Independent Director of the Company is being placed before the members for their approval in the ensuing Annual General Meeting of the Company. The Board recommends his appointment as Independent Director of the Company.

Mr. Ashok Kumar Gupta, Mr. C R Sharma and Mrs. Deepika Mittal, Independent Directors of the Company shall complete their present term as an Independent Directors in the ensuing Annual General Meeting of the Company. The Board at their meeting held on May 24, 2019, on the recommendation of the Nomination and Remuneration Committee of the Board and on the basis of the report of performance evaluation, recommended for the approval of the Members of the Company, their re-appointment as an Independent Directors of the Company for a further period of five consecutive years. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as an Independent Director of the Company.

The required details of directors seeking appointment and re-appointments under Regulation 36 of SEBI Listing Regulations read with Secretarial Standard 2 has been provided in the Notice convening 20th Annual General Meeting of the Company.

As on March 31, 2019 Mr. Pradeep Kumar Jain, Mr. Yogesh Kumar Jain, Managing Directors, Mr. Chakresh Kumar Jain, Managing Director & Chief Financial Officer, Mr. Anil Kumar Rao, Whole time Directors, and Mr. Tapan Jain, Company Secretary are the Key Managerial Personnel of the Company in accordance with the provisions of sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Also, during the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

14. Declaration By Independent Directors

In accordance with the Section 149(7) of the Act, each Independent Director has given a written declaration to the

Company at the time of their appointment and at the first meeting of the Board of Directors in every financial year confirming that he/she meets the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as an independent director during the year. The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013 along with code of conduct for all members of board in terms of Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. Board Evaluation And Remuneration Policy

Pursuant to the provisions of the Act and SEBI Listing Regulations, the annual performance evaluation of the Board of Directors, the Committees of the Board and every Director individually for the Financial Year 2018-19 is carried out by the Nomination and Remuneration Committee and Board of Directors. A structured questionnaire was prepared after taking into consideration inputs received from the Directors. A separate exercise was carried out to evaluate the performance of the individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The Independent Director in their meeting has reviewed the performance of non independent directors and the Board as a whole, and also reviewed the performance of the Chairman after considering the views of Executive and Non executive directors. The Board of Directors has expressed its satisfaction with the evaluation process.

The composition, and terms of reference along with attendance details of the Nomination and Remuneration Committee are provided in Corporate Governance Report. The Nomination and Remuneration Policy of the Company is attached herewith marked as “Annexure –II” and also placed on its website at web link <https://www.pncinfratech.com/pdfs/nomination-and-remuneration-policy-pnc-infratech-limited.pdf>

16. Familiarization Programme For Independent Directors

The Company has conducted various training and Familiarization Programmes about the business model of the Company, nature of industry in which Company operates, roles, rights and responsibilities of the Independent Directors. The details of training and Familiarization Programme are provided in Corporate Governance Report which forms part of this annual Report.

17. Human Resources

The Company treats its “Human Resources” as one of its most important assets. The Company continuously invests in attraction, retention and development of talent on an ongoing basis. The Company believes in the promotion of talent internally through job rotation and job enlargement.

18. Share Capital

During the year under review, the Company has not issued or allotted any equity shares with or without differential voting rights. The Paid – up Equity Share Capital of the Company as at March 31, 2019 stood at ₹ 51,30,78,330/-

19. Auditors And Auditors' Report**Statutory Auditors**

M/s. S.S Kothari Mehta & Co., Chartered Accountants (Firm Reg. no. 000756N), are the Statutory Auditors of the Company, who were appointed at the 18th Annual General Meeting of the Company held on 29th September, 2017 till the conclusion of the 22nd Annual General Meeting of the Company.

Auditor's Report

The Auditors' have issued an unmodified Report for the year ended 31st March 2019 which is self explanatory hence, do not call for any comments from the Management under Section 134 of the Companies Act, 2013.

Cost Auditors

The Board had appointed M/s. R K G & Associates, Cost Accountants, as Cost Auditors for conducting the audit of cost records of the Company for the financial year 2018-19 and necessary application for their appointment was filed by the Company with the Ministry of Corporate Affairs. The said Auditors have conducted the audit of Cost records for the year ended 31st March 2019 and have submitted their report, which is self explanatory and do not call for any further comments.

The Company shall submit the Cost Audit Report with the Ministry of Corporate Affairs within the stipulated time period.

The Board has also appointed M/s. R K G & Associates, Cost Accountants, as Cost Auditors to conduct Cost Audit for the financial year 2019-20 and their remuneration has also been recommended for the ratification and approval of the Shareholders.

Secretarial Auditors

In terms of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. DR Associates, Company Secretaries were appointed as Secretarial Auditors for the financial year 2018-19. The Secretarial Audit Report for the financial year ended on March 31, 2019 is annexed herewith marked as "Annexure-III" to this Report. There are no qualifications or adverse remark in their Report.

The Board has also appointed M/s. DR Associates, Company Secretaries, as Secretarial Auditors to conduct Secretarial Audit for the financial year 2019-20.

The Secretarial Audit Report of Material Unlisted Subsidiaries have been reviewed and there are no qualifications or adverse remark in their Report.

20. Management Discussion & Analysis

In terms of the provision of Regulation 34 of SEBI Listing Regulations, the Management Discussion and Analysis forms an integral part of this Report and gives details of the overall industry structure, developments, performance and state of affairs of the Company' business.

21. Disclosures**Audit Committee**

The Audit Committee of the Board of Directors of the Company is duly constituted in accordance with the provisions of Sections 177 of the Act read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2013 and Regulation 18 of SEBI Listing Regulations which consists of the following Members namely Mrs. Deepika Mittal, Independent Director (Chairman), Mr. C R Sharma, Independent Director and Mr. Ashok Kumar Gupta, Independent Director as other members. The scope, their attendance and terms of reference of Audit Committee is mentioned in the Corporate Governance Report. All the recommendations made by the Audit Committee were accepted by the Board.

Vigil Mechanism

The Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy in compliance with the provisions of Section 177 (9) & (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations. The policy has been annexed to this report as "Annexure IV". The policy provides for a framework and process whereby concerns can be raised by its Employees/Directors or any other person against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them through an e-mail, or a letter for this purpose to the Vigilance Officer /Chairman of the Audit Committee.

The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the web link: <https://www.pncinfratech.com/pdfs/vigil-mechanism-whistle-blower-policy-pnc-infratech-limited.pdf>

Meetings of the Board

Four meetings of the Board of Directors were held during the year. The detail of dates of board meeting and attendance of directors and similar details of Board Committees are given in Corporate Governance Report which forms part of this Report. The maximum interval between any two meetings did not exceed 120 days.

Particulars of Loans given, Investments made, Guarantees given and securities provided

The Company is exempted from the applicability of the provisions of Section 186 of the Companies Act, 2013 (Act) read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Companies (Meetings of Board

and its Powers) Amendment Rules, 2015 as the Company is engaged in the business of providing infrastructural facilities.

The loans given, security provided, guarantees given and Investments made by the Company under Section 186 of the Act are given in the notes to the financial statements.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in "Annexure –V" to this Report.

Extract of Annual Return

The extract of Annual Return as provided under sub – section (3) of section 92 of the Act in prescribed form MGT-9 is attached as "Annexure –VI" to this Report.

Particulars of Employees and Related Disclosures

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Board's report as "Annexure –VII".

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Board's report. However, as per Section 136(1) of the Act and second proviso of Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Report and Financial Statements are being sent to the Members of the Company excluding the said statement. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company.

Business Responsibility Report (BRR)

SEBI Listing Regulations mandate the inclusion of BRR as part of the Annual Report for top 500 listed entities based on market capitalization calculated as on March 31 of every financial year. In compliance of SEBI listing Regulations we have integrated BRR disclosures into our Annual Report as "Annexure –VIII"

Dividend Distribution Policy

SEBI Listing Regulations also mandates for top 500 listed entities based on market capitalization calculated as on March 31 of every financial year to formulate a dividend distribution policy ('the policy'). In Compliance of the same, the policy determining the distribution parameters of dividend to its shareholders was adopted by the Board in their meeting held on December 07, 2016. The Policy is enclosed as an **Annexure – IX** to the Board's Report and is also available on the Company's website at <https://www.pncinftratech.com/pdfs/dividend-distribution-policy.pdf>

Investor Education and Protection Fund (IEPF)

Pursuant to applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 details of all unclaimed amounts of Dividends to be furnished through Form No. IEPF 2 each year and to be uploaded on Company's Website, on the website of IEPF Authority. The amount of Dividend or any other such amount as referred in sub-section 2 of section 125 of the Act, which is unpaid or unclaimed for the financial year under review is mentioned in the Corporate Governance Report of the Company which forms part of this Annual Report.

Cost Records

In terms of Rule 8(5) of Companies (Accounts) Rules, 2014, the Company is required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 read with rule 3 of Companies (cost records and audit) Rules, 2014 and accordingly such accounts and records are made and maintained by the Company.

Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace

The Company has framed the policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matter connected therewith or incidental thereto covering all the aspects as contained under 'The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act [the Act]'. The Company has constituted Internal Complaints Committee under the Act. During the period under review, no complaint was received.

22. General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Details relating to deposits covered under Chapter V of the Act;
- b) Change in the nature of business;
- c) Voluntary revision of Financial Statements or Board's Report;
- d) Material change affecting the financial position of the Company;
- e) Issue of equity shares with differential rights as to dividend, voting or otherwise;
- f) No director is in receipt of commission from the Company and Neither the Managing Director nor the Whole-time Directors of the Company received any remuneration or commission from any of its subsidiaries Companies;
- g) No significant or material orders were passed by the Regulators or Courts or Tribunals which impacts the

going concern status and Company's operations in future;

- h) There was no instance of reporting of fraud to the Audit Committee and of Directors;
- i) There was no instance of any Employee Stock Options, Equity Share with differential voting rights as to dividend, voting or otherwise.
- j) The Company has complied with Secretarial Standards issued by the institute of Company Secretaries of India on meeting of Board of Directors and General Meetings.

23. Acknowledgement

Your Directors would like to acknowledge and place on record their sincere appreciation to all stakeholders, banks and financial institutions, clients, vendors, Intermediaries associated with IPO of the Company, for their co-operation and continued support for the growth of the Company. The Directors also wish to acknowledge the assistance received

from various regulatory bodies, NHAI, MPRDC, UPSHA, HSRDC, MES, DSIIDC, UPEIDA, Ministry of Corporate Affairs, BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and other Central and State Government agencies and thank them for the same and look forward to their continued support.

Your Directors take this opportunity to recognize and appreciate the efforts and hard work of all the employees of the Company at all levels and thank them for their competence, sincerity, hard work and commitment.

For and on behalf of the Board of Directors

Pradeep Kumar Jain
(Chairman and Managing Director)
DIN:-00086653

Place: Agra
Date: May 24, 2019

ANNEXURE I TO THE DIRECTORS' REPORT:

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the company's CSR Policy, including overview of the projects or programmes proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programmes

The Corporate Social Responsibility Committee ('CSR Committee') has formulated and recommended to the Board, a Corporate Social Responsibility Policy ('CSR Policy') indicating the activities to be undertaken by the Company, which has been approved by the Board of Directors on Feb 10, 2015.

The CSR Policy may be accessed on the Company's website at the link: <http://www.pncinfratech.com/investors>.

The key philosophy of CSR initiatives of the Company is to actively contribute to the social and economic development of the community in which, we operate. In alignment with vision of the company, PNC, through its CSR initiatives, will continue to enhance value creation in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth & economic development for the society and community, in fulfilment of its role as a Socially Responsible Corporate, with environmental concern.

The Company has identified focus areas of engagement which are as under:

- (i) Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation including contribution to the Swach Bharat Kosh setup by the Central Government for the promotion of sanitation and making available safe drinking water;
- (ii) Promoting educating, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- (iii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) Ensuing environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund setup by the Central Government for rejuvenation of river Ganga;
- (v) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- (vi) Measures for the benefit of armed forces veterans, war widows and their dependents;
- (vii) Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- (viii) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- (ix) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- (x) Rural development projects;
- (xi) Slum area development;
Explanation- slum area shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.
- (xii) Such other activity as may be notified by Govt. from time to time.

2. The Composition of the CSR Committee :

Sl. No.	Name of the Member	Position
1	Shri. Chakresh Kumar Jain	Chairman
2	Shri. Anil Kumar Rao	Member
3	Shri. Ashok Kumar Gupta	Member

3. Average Net Profit of the company for last 3 financial years

(₹ In Cr)

Financial Year	Profit as computed under Section 198 of the Companies Act, 2013
2015-16	194.37
2016-17	193.92
2017-18	233.92

Average Net Profit: ₹ 207.41Cr

4. Prescribed CSR expenditure (2% of the amount as in item no. 3 above):

The Company is required to spend ₹ 4.14 Cr

Details of CSR activities/projects undertaken during the year:

- (a) Total amount spend for the financial year 2018-19- ₹ 4.32Cr
- (b) Amount un-spent - Nil
- (c) Manner in which the amount spent during financial year is detailed below:

1 Sr. No.	2 CSR project/ activity identified	3 Sector in which the Project is covered	4 Projects/ Programmes 1.Local area/ others- 2.specify the state /district (Name of the District/s, State/s where project/ programme was undertaken	5 Amount outlay (budget) project/ programme wise (₹)	6 Amount spent on the project/ programme (₹) Sub-heads: 1.Direct expenditure on project/ programme, 2.Overheads:	7 Cumulative spend upto to the reporting period (Amount in ₹)	8 Amount spent: Direct/ through implementing agency*
1.	Donations to various animal welfare Society	Animal Welfare	Uttar Pradesh	1549400	1549400	1549400	Direct
2.	Providing better facilities for senior citizens of the Society	Facilities for senior citizens like Setting up old age homes, day care centers	Uttar Pradesh	1177000	1177000	2726400	Direct
3.	Promotion of cultural and religious heritage of the Country	Promoting Art & Culture	Uttar Pradesh	1414000	1414000	4140400	Direct
4.	Donation towards various schools and colleges for promotion of Education	Promoting Education	Uttar Pradesh	33064700	33064700	37205100	Direct
5.	Creating awareness of better health	Promoting Healthcare	Uttar Pradesh	5032871	5032871	42237971	Direct
6.	Training to youths for awareness & promotion of rural sports	Training to promote rural sports	Uttar Pradesh	547000	547000	42784971	Direct
7.	Promoting special education	Enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Uttar Pradesh	232000	232000	43016971	Direct

1 Sr. No.	2 CSR project/ activity identified	3 Sector in which the Project is covered	4 Projects/ Programmes 1.Local area/ others- 2.specify the state /district (Name of the District/s, State/s where project/ programme was undertaken	5 Amount outlay (budget) project/ programme wise (₹)	6 Amount spent on the project/ programme (₹) Sub-heads: 1.Direct expenditure on project/ programme, 2.Overheads:	7 Cumulative spend upto to the reporting period (Amount in ₹)	8 Amount spent: Direct/ through implementing agency*
8.	Promoting gender equality	Empowering Women	Uttar Pradesh	152000	152000	43168971	Direct
9.	Measure for the benefit of armed force veterans	Benefit of armed forces venterans, war windows and their dependents	Uttar Pradesh	100000	100000	43268971	Direct
10.	Fund set up by the Central Government for socio-economic development	Chief Minister Relief Fund	Uttar Pradesh	21000	21000	43289971	Direct

5. Reason for not spending 2% of average net profit for CSR Activity for the financial year 2018-19 : NA

6. Responsibility statement of the CSR Committee

We hereby confirm that the implementation and monitoring of CSR Policy, is in compliance with Company's CSR objectives (i.e. CSR Vision and CSR Mission) and CSR Policy of the Company. Also, Company will make every Endeavour to utilize its CSR expenditure during the current year.

For & on behalf of Corporate Social Responsibility Committee

Place: Agra
Date: 24.05.2019

Chakresh Kumar Jain
Chairman of Committee
(Managing Director)
DIN: 00086768

Ashok Kumar Gupta
Member of Committee
(Independent Director)
DIN: 02808356

ANNEXURE II TO THE DIRECTORS' REPORT

NOMINATION AND REMUNERATION POLICY

1. Preamble

The Board of Directors (the "Board") of PNC Infratech Limited (the "Company"), has adopted the Nomination and Remuneration policy which formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, relating to the Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management and other employees of the Company.

2. Purpose

This policy is framed as per requirement of Sub-section (3) of Section 178 of the Companies Act, 2013 ("the Act") and sub-regulation (4) of Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations") as amended from time to time and intended to have a Board with diverse background and experience in areas that are relevant for the Company, to ensure the proper appointment and fairness in the remuneration process of the Directors, Key Managerial Personnel (KMP) and Senior Management and other employees of the Company and at the same time to attract and retain the best suitable talent on the Board of the Company.

3. Applicability

This policy is applicable to all Directors, Key Managerial Personnel (KMP), and Senior Management team and other employees of the Company.

4. Objectives

This policy is framed with the following objectives:

- I. To ensure that the constitution of the Board should have optimum combination of directors in pursuance of the Companies Act, 2013 and LODR.
- II. To set criteria for determining qualifications, positive attributes and independence of a director, and remuneration of the Executives.
- III. To evaluate the performance of members of the Board and provide necessary report to the Board for further evaluation.
- IV. To attract, retain and motivate the Senior Management including its Key Managerial Personnel, evaluation of their performance and provide necessary report to the Board for further evaluation.
- V. To ensure that the interests of Board members & Executives are aligned with the business strategy and risk tolerance, objectives, values and long-term

interests of the company and will be consistent with the "pay-for-performance" principle.

- VI. To recommend the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- VII. To promote and develop a high performance workforce in line with the Company strategy.
- VIII. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Director (Executive & Non- Executive/ Independent/Nominee) and persons who may be appointed in Senior Management, Key Managerial Personnel and determine their remuneration.
- IX. To enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations

5. Definition

- I. **"Act"** means Companies Act, 2013 and rules framed thereunder as amended from time to time.
- II. **"Board of Directors"** or Board, in relation to the company, means the collective body of the Directors of the Company.
- III. **"Committee"** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- IV. **"Company"** means "PNC Infratech Limited".
- V. **"Managerial Personnel"** means Managerial Personnel or Persons, appointed under section 196 and other applicable provisions of the Companies Act, 2013.
- VI. **"Policy"** or **"This policy"** means Nomination and Remuneration Policy.
- VII. **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.
- VIII. **"Independent Director"** means a Director referred to in Section 149 (6) of the Companies Act, 2013.
- IX. **"Key Managerial Personnel"** (KMP) means
 - a. The Chief Executive Officer or the Managing Director or the Manager and in their absence the Whole Time Director;
 - b. The Company Secretary; and
 - c. The Chief Financial Officer

- X. **“Senior Management”** shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board and shall specifically include company secretary and chief financial officer.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the LODR Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.

6. POLICY

6.1 CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee will consist of three or more non executive directors, out of which at least one-half shall be independent director(s), provided that Chairperson of the Company may be appointed as a member of this Committee but shall not chair such Committee.

The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirements including the SEBI Listing Regulations.

The Committee shall meet as and when required by the Board or by the Committee itself but it shall meet at least once in a year. Additional meetings may happen as the Committee deems it appropriate.

The Committee members may attend the meeting physically or through Video conference or through permitted audio – visual mode, subject to the provisions of the applicable laws. The Committee shall have the authority to call such employee (s), senior official(s) and / or externals, as it deems fit. The Company Secretary shall act as Secretary to the Committee.

6.2 Appointment of Managerial Personnel, Director, KMP and Senior Management:

- a) The Committee shall identify and ascertain the integrity, qualification appropriate skills, characteristics and experience of the person for appointment as Managerial Personnel, Director or KMP or Senior Management and recommend to the Board for his / her appointment. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's operations.

- b) A person should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.
- c) Committee shall verify whether the candidate being assessed for holding the position of a Director has been allotted a Director Identification Number (DIN) and whether the candidate has submitted e-form DIR-3-KYC to the Central Government within stipulated timelines.
- d) Committee shall review whether the candidate possesses more than one DIN and in such cases, require the candidate to surrender the additional DIN.
- e) The Committee shall verify the maximum number of directorships, including any alternate directorships held by the candidate as per the provisions of Companies Act, 2013 and continue to verify this even after appointment as a Director. Further, as prescribed by the SEBI Listing Regulations, any person shall not be a director in more than 8 (eight) listed entities with effect from April 01, 2019 and in not more than 7 (seven) listed entities with effect from April 01, 2020. Further a person shall not serve as an independent director in more than 7 (seven) listed entities with effect from April 01, 2019. Further, any person who is serving as a whole time director / managing director in any listed entity shall serve as an independent director in not more than 3 (three) listed entities. For determining the number of listed entities on which a person is a director / independent director, the Committee shall consider only those whose equity shares are listed on a stock exchange.
- f) No person shall be appointed or continue as an alternate director for an independent director of a listed entity.
- g) While filling up the positions for Managing Director, Whole Time Directors or Independent Directors, the specific qualifications as prescribed under Companies Act, 2013 along with SEBI Listing Regulations shall be taken into account.
- h) The Committee shall not appoint any person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a special resolution of Members is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.
- i) [The Committee shall ensure that the Chairperson of the Board shall-

- (a) be a non-executive Director;
- (b) not be related to the Managing Director or the Chief Executive Officer as per the definition of the term "relative" defined under the Companies Act, 2013]*

*This sub clause shall be effective from April 01, 2020

- j) Appointment of Independent Directors is also subject to compliance of provisions of section 149 of the Companies Act, 2013, read with Schedule IV and rules thereunder or any other applicable provisions of the Companies Act, 2013 and the LODR Regulations.
- k) The Committee shall lay down a chart / matrix listing the core skills / expertise/ competencies of Board Members as required in the context of the Company's business(es) and sector(s) for the Board to function effectively and those actually available with the Board and where there are gaps to ensure these are filled in the next round of appointments. Further, the Committee shall identify and maintain the names of Directors who possess the prescribed skills/expertise/ competence w.e.f April 01, 2020.

6.3 Term /Tenure

a. Managerial Personnel:

The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b. Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and Disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 & LODR Regulations and clarifications/ circulars issued by the Ministry of Corporate Affairs/ SEBI, in this regard, from time to time.

The Committee shall review whether to extend or continue the term of appointment of the Independent Directors (IDs), on the basis of the report of performance evaluation of IDs.

6.4 Retirement

Any Director other than the Independent Director shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, subject to compliance of the provisions of the Companies Act, 2013 and LODR Regulations.

6.5 Remuneration of Managerial Personnel, KMP and Senior Management:

- a. The level and composition of remuneration to Managerial Personnel, KMP & Senior Management should be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company. The Remuneration / Compensation / Profit linked Incentive etc. to Managerial Personnel, KMP and Senior Management will be determined by the Committee and recommended to the Board for their approval. The Remuneration / Compensation / Profit Linked Incentive etc. to be paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b. The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force and as per LODR Regulations.
- c. Managerial Personnel, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- d. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013.
- e. If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.
- f. Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits

approved by the Shareholders in the case of Managerial Personnel.

- g. Where any insurance is taken by the Company on behalf of its Managerial Personnel, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.
- h. The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-
- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:
- Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

6.6 Remuneration to Non-Executive / Independent Directors:

a. Remuneration / Profit Linked Commission:

The remuneration / profit linked commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force and as per LODR regulations.

b. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c. Limit of Remuneration / Profit Linked Commission:

Remuneration / profit linked Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1%/3%/5% of the net profits of the Company respectively or in pursuance of Section 197 of the Companies Act, 2013.

However, the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof

d. Stock Options:

Pursuant to the provisions of the Companies Act 2013, Managerial Personnel, KMP, Senior Management and

an employee shall be entitled to any Employee Stock Options (ESOPs) of the Company.

6.7 Familiarization program for Independent Directors:

- a) The Company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, etc., through various programs.
- b) The details of such familiarization programs shall be disclosed on the Company's website and a web link thereto shall also be given in the Annual Report.

6.8 Monitoring, Evaluation and Removal:

I. Evaluation:

The Committee shall carry out evaluation of performance of every Managerial Personnel, Director, KMP or Senior Management. The Committee shall identify evaluation criteria based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence.

Framework for performance evaluation of Independent Directors and the Board is as per Annexure to this Policy.

II. Removal:

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Managerial Personnel, Director, KMP or Senior Management subject to the provisions of Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.

7. Amendment to the Policy:

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

8. Disclosure:

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.

This Policy has been reviewed by the Nomination and Remuneration Committee and approved by the Board at their respective meetings held on 13.02.2019 and will become effective on and after 13.02.2019 except to the extent as specified in the Policy and as specified in LODR Amendments.

ANNEXURE

Framework for Performance Evaluation of Independent Directors and the Board

As per the provisions of Companies Act, 2013 and LODR, the Nomination and Remuneration Committee (the "Committee") shall lay down the evaluation criteria for performance evaluation of Independent Directors and the Board. Further, the Board is required to monitor and review Board Evaluation Framework. This Framework shall contain the details of Board's self-evaluation framework (including all Committees of the Board and individual directors).

The Board is committed to assess its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning. To that end, the Committee shall establish the following processes for evaluation of performance of Independent Director and the Board:

1. Once a year, the Board will conduct a self-evaluation. It is the responsibility of the Chairman of the Board, supported by the Company Secretary of the Company, to organize the evaluation process and act on its outcome;
2. The Committee shall formulate evaluation criteria for the Board and the Independent Directors which shall be broadly based on:
 - 2.1 Knowledge to perform the role;
 - 2.2 Time and level of participation;
 - 2.3 Performance of duties and level of oversight; and
 - 2.4 Professional conduct and independence.
3. The Board / Independent Directors shall be asked to complete the evaluation forms and submit the same to the Chairman.
4. In terms of Section 134 of the Act, the Board's Report should include a statement indicating a manner in which the Board has done formal annual evaluation of its own performance, performance of Committees and individual Directors of the Company.
5. The evaluation of independent directors shall be done by the entire board of directors which shall include -
 - (a) Performance of the directors; and
 - (b) Fulfillment of the independence criteria as specified in LODR regulations and their independence from the management:
Provided that in the above evaluation, the directors who are subject to evaluation shall not participate.

ANNEXURE III TO THE DIRECTORS' REPORT

FORM NO. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT For The Financial Year Ended 31st March 2019

The Members,
PNC Infratech Limited
NBCC Plaza, Tower II, 4th Floor, Pushp Vihar,
Sector V, Saket, New Delhi- 110 017

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by PNC Infratech Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, statutory registers, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board Processes and Compliance Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the Company)**
- (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (j) Secretarial Standards issued by the Institute of Company Secretaries of India.

(vi) and other laws as are specifically applicable to the Company.

Our report is to be read along with the noting as mentioned here-in-under:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records, we believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the Compliances of the laws, rules and regulations and happening of events etc.

5. The Compliance of the provisions of the corporate and other applicable laws, rules and regulations, standards is the responsibility of the Management; Our examination was limited to the verification of the procedures on test basis.
6. We have not verified the compliance under various State laws specifically applicable to the Company and relied on the Management Representation Letter.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following matter of emphasis:

1. Legal Proceedings against the Company

There are instances of legal cases filed against the Company under the various laws applicable to the Company. These cases are filed before various courts of the Country under various statutes. However, as explained by the management the legal proceedings against the Company is not of material or significant nature which impacts the going concern status and Company's operations in future;

2. Late Filing of E-forms:

The Company has filed few e-forms with additional fees and has complied with the requirement of the Act.

We report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive

Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

2. Adequate notices are given to all directors for the Board Meetings and accordingly, agenda and detailed notes on agenda were sent to all directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful Participation at the meeting.
3. Majority decisions are carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
4. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, Rules, Regulations and Guidelines.

We further report that during the audit period the company has generally complied with the requirements of various Act, Rules and Regulations, guidelines and standards as are applicable to the Company.

For DR Associates
Company Secretaries

Suchitta Koley
Partner
CP No.: 714

Place: New Delhi
Date: May 24, 2019

ANNEXURE IV TO THE DIRECTORS' REPORT

VIGIL MECHANISM / WHISTLE BLOWER POLICY

PREAMBLE

Section 177 of the Companies Act, 2013 read with Rules 7 of Companies (Meeting of Board and its Powers) 2014 requires that every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the Directors and employees to report genuine concerns in such manner as may be prescribed.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time prescribes that all listed companies should have a whistle blower policy to enable employees to report instances of leak of unpublished price sensitive information.

Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *inter alia*, provides to formulate a vigil mechanism for directors and employees to report genuine concerns which provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

POLICY

In compliance of the above requirements, PNC Infratech Limited, (PNC), has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

POLICY OBJECTIVES

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees, who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

DEFINITIONS

The definitions of some of the key terms used in this Policy are given below:-

"Audit Committee" means the Audit Committee constituted by the Board of Director of the Company in accordance with the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.

"Employee" means every present employee of the Company (whether working in India or abroad), including the Directors of the Company.

"Protected Disclosure" means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

"Subject" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

"Vigilance Officer" is a person, nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

"Whistle Blower" is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

SCOPE OF THE POLICY

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

1. Breach of the Company's Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof

4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations
6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/proprietary information
9. Gross Wastage/misappropriation of Company funds/assets
10. Misuse or abuse of Authority
11. And other matter or activity of which the interest of Companies is affected and formally reported by whistle Blower.
12. Leak of unpublished price sensitive information

ELIGIBILITY

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

PROCEDURE

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as **"Protected disclosure under the Whistle Blower policy"** or sent through email with the subject **"Protected disclosure under the Whistle Blower policy"**. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The contact details of the Vigilance Officer are as under:-

*Designation: Company Secretary & Compliance Officer
PNC Infratech Limited
3/22D, Civil Lines, Agra-Delhi Bypass Road,
NH-2, Agra-282002
E-mail: complianceofficer@pncinfratech.com

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/ or Committee and/ or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern / interest forthwith and shall not deal with the matter.

DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

CONFIDENTIALITY

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimisation of complainants shall be provided. The Company will take steps to minimize difficulties,

which the Whistle Blower may experience as a result of making the Protected Disclosure.

The Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend appropriate disciplinary action against anyone responsible.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

DISQUALIFICATIONS

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

COMMUNICATION

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.

***This Policy has been approved by the Board of Directors on 20.08.2014 and last revised on 24.05.2017 and 13.02.2019 respectively. This Policy shall be displayed on the website of the Company.**

ANNEXURE V TO THE DIRECTORS' REPORT:

Information under Section 134(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March, 2019

Details of conservation of energy, technology absorption, foreign exchange earnings and outgo

(a) Conservation of energy

(i)	the steps taken or impact on conservation of energy	The Company is taking all necessary measures for conservation of energy and creating awareness amongst the employees on the necessity of conservation of energy is practiced regularly.
(ii)	the steps taken by the company for utilizing alternate sources of energy	NIL
(iii)	the capital investment on energy conservation equipments	The company is involved in construction of highways and airport runways, hence no major impact on the cost of production/construction.

(b) Technology absorption

(i)	the efforts made towards technology absorption	The Company develops in-house technology and is not dependent on any outside technology/source.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	<ul style="list-style-type: none"> ▪ Improvements in quality, ▪ Reduction in cost ▪ Development of Product
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Not Applicable
	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	

(c) Foreign exchange earnings and Outgo

- (i) Foreign Exchange earnings : NIL
- (ii) Foreign Exchange expenditure : NIL

ANNEXURE VI TO THE DIRECTORS' REPORT:

Form No. MGT- 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019

of

PNC INFRATECH LIMITED

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

S.No.	Particular	Details
1	CIN	L45201DL1999PLC195937
2	Registration Date	09/08/1999
3	Name of the Company	PNC Infratech Limited
4	Category / Sub-Category of the Company	Public Company limited by Shares
5	Address of the Registered Office and contact details	NBCC Plaza, Tower II, IV Floor, Pushp Vihar, Sector 5, Saket, New Delhi-110017 Tel : +(91) - (562) – 4070000 E-mail ID – complianceofficer@pncinfratech.com Website – http://www.pncinfratech.com/
6	Whether listed company	Yes
7	Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Link Intime India Private Limited 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-1, Near PVR Naraina, New Delhi - 110028 Tel No : +91 011-41410592, 93, 94 E-mail id : delhi@linkintime.co.in Website : www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Roads	42101	99.51%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No	Name and Address of the company	CIN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	MP Highways Private Limited Cabin No.5, NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Saket, New Delhi-17	U45201DL2010PTC211187	Subsidiary	100*	2(87)(ii)
2	PNC Infra Holdings Limited Cabin No.5, NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Saket, New Delhi-17	U45400DL2011PLC212473	Subsidiary	100	2(87)(ii)
3	PNC Kanpur Highways Limited Cabin No.5, NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Saket, New Delhi-17	U45400DL2011PLC212392	Subsidiary	100*	2(87)(ii)
4	PNC Delhi Industrialinfra Private Limited Cabin No.4 NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Saket, New Delhi-17	U45200DL2011PTC222046	Subsidiary	100*	2(87)(ii)

S. No	Name and Address of the company	CIN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
5	PNC Bareilly Nainital Highways Private Limited Cabin No.4, NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Saket, New Delhi-17	U45400DL2011PTC222043	Subsidiary	100*	2(87)(ii)
6	PNC Raebareli Highways Private Limited Cabin No.4, NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Saket, New Delhi-17	U45400DL2012PTC241184	Subsidiary	99.99*	2(87)(ii)
7	PNC Kanpur Ayodhya Tollways Private Limited Cabin No.5, NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Saket, New Delhi-17	U45400DL2013PTC248507	Subsidiary	99.98*	2(87)(ii)
8	Hospet Bellary Highways Private Limited CS 8-10, 6th Floor, Tower A, The Corenthum, A-41, Sector-62, NOIDA-201301 (U.P.)	U45400UP2012PTC048390	Subsidiary	65*	2(87)(ii)
9	Ferrovial Transrail Solutions Private Limited 14th Floor, Antariksh Bhavan, 22, Kasturba Gandhi Marg, New Delhi - 110001,	U45300DL2012PTC239645	Subsidiary	51	2(87)(ii)
10	PNC Rajasthan Highways Private Limited Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector V, Saket New Delhi - 110017	U45203DL2016PTC304751	Subsidiary	99.99*	2(87)(ii)
11	PNC Chitradurga Highways Private Limited Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector V, Saket New Delhi - 110017	U45500DL2017PTC316429	Subsidiary	100*	2(87)(ii)
12	PNC Bundelkhand Highways Private Limited Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector V, Saket New Delhi - 110017	U45309DL2017PTC316515	Subsidiary	100*	2(87)(ii)
13	PNC Khajuraho Highways Private Limited Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector V, Saket New Delhi - 110017	U45500DL2017PTC316427	Subsidiary	100*	2(87)(ii)
14	PNC Triveni Sangam Highways Private Limited Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector V, Saket New Delhi - 110017	U45203DL2017PTC327676	Subsidiary	100*	2(87)(ii)
15	PNC Aligarh Highways Private Limited Cabin No. 3, NBCC Plaza, Tower II, 4th Floor Sector V, Saket New Delhi 110097	U45203DL2018PTC332395	Subsidiary	100*	2(87)(ii)
16	PNC Challakere (Karnataka) Highways Private Limited	U45400DL2018PTC336256	Subsidiary	100*	2(87)(ii)
17	Ghaziabad Aligarh Expressway Private Limited A1-157 and 158, II Floor, New Kondli, Mayur Vihar, Phase III, New Delhi 110096	U70101DL2009PTC197148	Associate	35*	2(6)

* Holds directly and indirectly through its wholly owned subsidiary PNC Infra Holdings Limited.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of shareholder (II)	Number of Shares held at the beginning of the year				Number 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	
Promoter and Promoter Group									
Indian									
Individuals/ Hindu Undivided Family	119076000	0	119076000	46.42	119076000	0	119076000	46.42	0
Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
Bodies Corporate	24765000	0	24765000	9.65	24765000	0	24765000	9.65	0
Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0
Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1)	143841000	0	143841000	56.07	143841000	0	143841000	56.07	0
Foreign	0	0	0	0	0	0	0	0	0
Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0
Bodies Corporate	0	0	0	0	0	0	0	0	0
Banks/ Financial Institutions	0	0	0	0	0	0	0	0	0
Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	143841000	0	143841000	56.07	143841000	0	143841000	56.07	0
Public shareholding									
Institutions									
Mutual Funds/UTI	54817926	0	54817926	21.36	54663371	0	54663371	21.31	-0.0602
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Alternate Investment Funds	300000	0	300000	0.12	1532835	0	1532835	0.60	0.4806
Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors	14939524	0	14939524	5.82	16247540	0	16247540	6.33	0.5099
Financial Institutions/ Banks	161277	0	161277	0.07	107224	0	107224	0.05	-0.0211
Insurance Companies	0	0	0	0	0	0	0	0	0
Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	70218727	0	70218727	27.37	72550970	0	72550970	28.29	0.9092
Non-institutions									
Individuals -									
i. Individual shareholders holding nominal share capital up to ₹ 1 lakhs.	6821643	5	6821648	2.66	6579514	5	6579519	2.56	-0.0944

Category of shareholder (II)	Number of Shares held at the beginning of the year				Number 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	
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakhs.	1762352	80500	1842852	0.72	434443	0	434443	0.17	-0.5491
NBFCs registered with RBI	0	0	0	0	579	0	579	0.00	0.0002
Employee Trust	0	0	0	0	0	0	0	0	-
Overseas Depositories (Holding DRs)	0	0	0	0	0	0	0	0	0
Any Other (specify)									0
Trust	157000	0	157000	0.06	0	0	0	0	-0.0612
Hindu Undivided Family	313896	0	313896	0.12	303019	0	303019	0.12	-0.0043
Non Resident Indians (Non Repeat)	59270	0	59270	0.02	103586	0	103586	0.04	0.0173
Non Resident Indians (Repeat)	360653	0	360653	0.14	394516	0	394516	0.15	0.013
Clearing Member	534308	0	534308	0.21	399591	0	399591	0.16	-0.0525
Bodies Corporate	32389811	0	32389811	12.63	31931942	0	31931942	12.44	-0.1785
Sub-Total (B)(2)	42398933	80505	42479438	16.56	40147190	5	40147195	15.64	-0.9092
Total Public Shareholding (B)= (B)(1)+(B)(2)	112617660	80505	112698165	43.93	112698160	5	112698165	43.93	0
TOTAL (A)+(B)	256458660	80505	256539165	100	256539160	5	256539165	100	0
Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A)+(B)+(C)	256458660	80505	256539165	100	256539160	5	256539165	100	0

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
Promoter								
1.	Pradeep Kumar Jain	15349500	5.99	0.00	15349500	5.99	0.00	0.00
2.	Naveen Kumar Jain	18096000	7.05	0.00	18096000	7.05	0.00	0.00
3.	Chakresh Kumar Jain	2514000	0.98	0.00	2514000	0.98	0.00	0.00
4.	Yogesh Kumar Jain	16794000	6.54	0.00	16794000	6.54	0.00	0.00
Promoter Group								
5.	Shri Pradeep Kumar Jain (HUF)	5250000	2.05	0.00	5250000	2.05	0.00	0.00
6.	Shri Naveen Kumar Jain (HUF)	1500	0.00	0.00	1500	0.00	0.00	0.00
7.	Shri Chakresh Kumar Jain (HUF)	9256500	3.60	0.00	9256500	3.60	0.00	0.00
8.	Shri Yogesh Kumar Jain (HUF)	5101500	1.99	0.00	5101500	1.99	0.00	0.00
9.	Smt. Madhavi Jain	17998500	7.02	0.00	17998500	7.02	0.00	0.00

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
10.	Smt. Ashita Jain	7873500	3.07	0.00	7873500	3.07	0.00	0.00
11.	Smt. Meena Jain	7426500	2.89	0.00	7426500	2.89	0.00	0.00
12.	Shri Abhinandan Jain	1743000	0.68	0.00	1743000	0.68	0.00	0.00
13.	Shri Vaibhav Jain	11671500	4.55	0.00	11671500	4.55	0.00	0.00
14.	NCJ Infrastructure Pvt. Ltd	843750	0.33	0.00	24765000	9.65	0.00	9.32
15.	PPPL Constructions Private Limited	23921250	9.32	0.00	0.00	0.00	0.00	(9.32)

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

Sl. No.	PARTICULARS	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
(i)	PPPL Constructions Private Limited				
	At the beginning of the year	23921250	9.32	23921250	9.32
	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)	Ceased to be a shareholder w.e.f. 02.07.2018 due to inter-se promoter group transfer of 23921250 equity shares to NCJ Infrastructure Pvt. Ltd. pursuant to scheme of amalgamation as approved by Hon'ble NCLT, Delhi			
	At the end of the year	0.00	0.00	0.00	0.00
(ii)	NCJ Infrastructure Private Limited				
	At the beginning of the year	843750	0.33	843750	0.33
	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)	Acquisition of 23921250 equity shares from PPPL Constructions Private Limited on 02.07.2018 due to inter-se promoter group transfer pursuant to scheme of amalgamation as approved by Hon'ble NCLT, Delhi			
	At the end of the year	24765000	9.65	24765000	9.65

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year-2018		Transaction during the year		Cumulative Shareholding at the end of the year-2019	
		No. of shares	% of total shares of the company	Date of Transaction	No. of Shares	No. of shares	% of total shares of the company
01.	NCJ Infrastructural Consultants	26683500	10.40			26683500	10.40
	Transfer			15.03.2019	(261000)	26422500	10.29
	Transfer			22.03.2019	(541719)	25880781	10.08
	Transfer			29.03.2019	(346773)	25534008	9.95
	At the End of the Year					25534008	9.95
02	HDFC Trustee Company Ltd - A/C HDFC Hybrid Equity Fund	16153820	6.2968			16153820	6.2968
	Transfer			13.04.2018	(250000)	15903820	6.1994
	Transfer			20.04.2018	(165000)	15738820	6.1351

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year-2018		Transaction during the year		Cumulative Shareholding at the end of the year-2019	
		No. of shares	% of total shares of the company	Date of Transaction	No. of Shares	No. of shares	% of total shares of the company
	Transfer			18.05.2018	(500000)	15238820	5.9402
	Transfer			01.06.2018	(533870)	14704950	5.7320
	Transfer			13.07.2018	10800	14715750	5.7363
	Transfer			20.07.2018	(321554)	14394196	5.6109
	Transfer			24.08.2018	(360500)	14033696	5.4704
	Transfer			31.08.2018	(200000)	13833696	5.3924
	Transfer			12.10.2018	(140000)	13693696	5.3379
	Transfer			19.10.2018	(3300)	13690396	5.3366
	Transfer			26.10.2018	(200000)	13490396	5.2586
	Transfer			07.12.2018	(15000)	13475396	5.2528
	Transfer			14.12.2018	(192600)	13282796	5.1777
	Transfer			21.12.2018	(218000)	13064796	5.0927
	Transfer			04.01.2019	(83246)	12981550	5.0603
	Transfer			08.03.2019	990000	13971550	5.4462
	Transfer			15.03.2019	1000000	14971550	5.8360
	At the End of the Year					14971550	5.8360
03.	ICICI Prudential Equity & Debt Fund	7286519	2.8403			7286519	2.8403
	Transfer			11.05.2018	148	7286667	2.8404
	Transfer			25.05.2018	496864	7783531	3.0341
	Transfer			01.06.2018	476	7784007	3.0342
	Transfer			08.06.2018	212032	7996039	3.1169
	Transfer			22.06.2018	299998	8296037	3.2338
	Transfer			30.06.2018	485559	8781596	3.4231
	Transfer			06.07.2018	479872	9261468	3.6102
	Transfer			13.07.2018	12440	9273908	3.6150
	Transfer			20.07.2018	187360	9461268	3.6880
	Transfer			27.07.2018	(65380)	9395888	3.6626
	Transfer			17.08.2018	(227)	9395661	3.6625
	Transfer			31.08.2018	113200	9508861	3.7066
	Transfer			07.09.2018	570707	10079568	3.9291
	Transfer			29.09.2018	457837	10537405	4.1075
	Transfer			05.10.2018	233545	10770950	4.1986
	Transfer			12.10.2018	755161	11526111	4.4929
	Transfer			19.10.2018	44839	11570950	4.5104
	Transfer			26.10.2018	441594	12012544	4.6825
	Transfer			02.11.2018	37917	12050461	4.6973
	Transfer			09.11.2018	300000	12350461	4.8143
	Transfer			23.11.2018	(15910)	12334551	4.8081
	Transfer			07.12.2018	80750	12415301	4.8395
	Transfer			14.12.2018	(186392)	12228909	4.7669
	Transfer			21.12.2018	150000	12378909	4.8253
	Transfer			28.12.2018	(1)	12378908	4.8253
	Transfer			01.02.2019	20171	12399079	4.8332
	Transfer			08.02.2019	2739	12401818	4.8343
	Transfer			15.02.2019	5350	12407168	4.8364
	Transfer			22.02.2019	45725	12452893	4.8542
	Transfer			01.03.2019	100000	12552893	4.8932
	Transfer			29.03.2019	10000	12562893	4.8971

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year-2018		Transaction during the year		Cumulative Shareholding at the end of the year-2019	
		No. of shares	% of total shares of the company	Date of Transaction	No. of Shares	No. of shares	% of total shares of the company
	At the End of the Year					12562893	4.8971
04.	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Small Cap Fund	6811332	2.6551			6811332	2.6551
	Transfer			20.07.2018	5000	6816332	2.6570
	Transfer			27.07.2018	(300000)	6516332	2.5401
	Transfer			03.08.2018	300000	6816332	2.6570
	Transfer			21.09.2018	(5000)	6811332	2.6551
	Transfer			29.09.2018	53638	6864970	2.6760
	Transfer			05.10.2018	25100	6890070	2.6858
	Transfer			19.10.2018	25000	6915070	2.6955
	Transfer			02.11.2018	125000	7040070	2.7442
	Transfer			09.11.2018	50000	7090070	2.7637
	Transfer			07.12.2018	50000	7140070	2.7832
	Transfer			14.12.2018	50000	7190070	2.8027
	Transfer			15.02.2019	62000	7252070	2.8269
	Transfer			01.03.2019	100000	7352070	2.8659
	At the End of the Year					7352070	2.8659
05.	Goldman Sachs India Limited	5488416	2.1394			5488416	2.1394
	Transfer			12.10.2018	(259669)	5228747	2.0382
	At the End of the Year					5228747	2.0382
06.	India Midcap (Mauritius) Ltd.	3739205	1.4576			3739205	1.4576
	At the End of the Year					3739205	1.4576
07.	SBI Contra Fund	6166495	2.4037			6166495	2.4037
	Transfer			04.05.2018	517316	6683811	2.6054
	Transfer			25.05.2018	298000	6981811	2.7215
	Transfer			20.07.2018	304253	7286064	2.8401
	Transfer			27.07.2018	439047	7725111	3.0113
	Transfer			03.08.2018	310000	8035111	3.1321
	Transfer			07.09.2018	(440000)	7595111	2.9606
	Transfer			16.11.2018	(140000)	7455111	2.9060
	Transfer			01.02.2019	(125000)	7330111	2.8573
	Transfer			08.02.2019	125000	7455111	2.9060
	Transfer			15.02.2019	(23000)	7432111	2.8971
	Transfer			22.02.2019	(192902)	7239209	2.8219
	Transfer			01.03.2019	(606201)	6633008	2.5856
	Transfer			08.03.2019	(3185692)	3447316	1.3438
	At the End of the Year					3447316	1.3438
08.	Kotak Mahindra Life Insurance Company Ltd*.	0.00	0.00			0.00	0.00
	Transfer			28.12.2018	10142	10142	0.0040
	Transfer			31.12.2018	42322	52464	0.0205
	Transfer			04.01.2019	159310	211774	0.0826
	Transfer			11.01.2019	188942	400716	0.1562
	Transfer			18.01.2019	67280	467996	0.1824
	Transfer			25.01.2019	96289	564285	0.2200
	Transfer			01.02.2019	115629	679914	0.2650
	Transfer			08.02.2019	63722	743636	0.2899
	Transfer			22.02.2019	100000	843636	0.3289

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year-2018		Transaction during the year		Cumulative Shareholding at the end of the year-2019	
		No. of shares	% of total shares of the company	Date of Transaction	No. of Shares	No. of shares	% of total shares of the company
	Transfer			01.03.2019	400000	1243636	0.4848
	Transfer			08.03.2019	737861	1981497	0.7724
	Transfer			15.03.2019	461975	2443472	0.9525
	Transfer			22.03.2019	347865	2791337	1.0881
	Transfer			29.03.2019	410000	3201337	1.2479
	At the End of the Year					3201337	1.2479
09.	IDFC Infrastructure Fund	2959451	1.1536			2959451	1.1536
	Transfer			06.04.2018	549	2960000	1.1538
	Transfer			27.04.2018	24880	2984880	1.1635
	Transfer			04.05.2018	25120	3010000	1.1733
	Transfer			25.05.2018	30000	3040000	1.1850
	Transfer			01.06.2018	40000	3080000	1.2006
	Transfer			08.06.2018	(10000)	3070000	1.1967
	Transfer			15.06.2018	(10000)	3060000	1.1928
	Transfer			22.06.2018	45000	3105000	1.2103
	Transfer			30.06.2018	14023	3119023	1.2158
	Transfer			06.07.2018	5977	3125000	1.2181
	Transfer			13.07.2018	(20000)	3105000	1.2103
	Transfer			20.07.2018	10000	3115000	1.2142
	Transfer			27.07.2018	50000	3165000	1.2337
	Transfer			03.08.2018	(6249)	3158751	1.2313
	Transfer			10.08.2018	30423	3189174	1.2432
	Transfer			17.08.2018	20	3189194	1.2432
	Transfer			07.09.2018	(37307)	3151887	1.2286
	Transfer			29.09.2018	20000	3171887	1.2364
	Transfer			05.10.2018	(300000)	2871887	1.1195
	Transfer			26.10.2018	20057	2891944	1.1273
	Transfer			02.11.2018	19943	2911887	1.1351
	Transfer			25.01.2019	(60000)	2851887	1.1117
	Transfer			01.02.2019	(23873)	2828014	1.1024
	Transfer			22.03.2019	(65000)	2763014	1.0770
	At the End of the Year					2763014	1.0770
10.	Sundaram Mutual Fund A/C Sundaram Small Cap Fund	3335379	1.3001			3335379	1.3001
	Transfer			17.08.2018	(57700)	3277679	1.2777
	Transfer			29.09.2018	(25000)	3252679	1.2679
	Transfer			02.11.2018	(46882)	3205797	1.2496
	Transfer			09.11.2018	(211944)	2993853	1.1670
	Transfer			15.03.2019	(486065)	2507788	0.9775
	At the End of the Year					2507788	0.9775
11.	BNP Paribas Mutual Fund Ac Bnp Paribas Multi Cap Fund	3175127	1.2377			3175127	1.2377
	Transfer			13.04.2018	121000	3296127	1.2848
	Transfer			20.04.2018	9800	3305927	1.2887
	Transfer			11.05.2018	10000	3315927	1.2926
	Transfer			01.06.2018	(520000)	2795927	1.0899
	Transfer			08.06.2018	(798286)	1997641	0.7787
	Transfer			22.06.2018	(39860)	1957781	0.7632
	Transfer			30.06.2018	(150292)	1807489	0.7046

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year-2018		Transaction during the year		Cumulative Shareholding at the end of the year-2019	
		No. of shares	% of total shares of the company	Date of Transaction	No. of Shares	No. of shares	% of total shares of the company
	Transfer			06.07.2018	(101907)	1705582	0.6648
	Transfer			31.08.2018	(184000)	1521582	0.5931
	Transfer			07.09.2018	10000	1531582	0.5970
	Transfer			04.01.2019	(131582)	1400000	0.5457
	Transfer			11.01.2019	(100000)	1300000	0.5067
	Transfer			18.01.2019	(25000)	1275000	0.4970
	Transfer			22.02.2019	(25000)	1250000	0.4873
	Transfer			01.03.2019	(25000)	1225000	0.4775
	Transfer			08.03.2019	(140000)	1085000	0.4229
	At the End of the Year					1085000	0.4229

* Not in the list of top 10 shareholders as on 01-04-2018. The same has been reflected above since the shareholder was one of the top 10 shareholders as on 31-03-2019.

(v). Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors 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. Pradeep Kumar Jain				
	At the beginning of the year	15349500	5.99	15349500	5.99
	Changes during the year			No changes during the year	
	At the end of the year	15349500	5.99	15349500	5.99
2.	Mr. Chakresh Kumar Jain				
	At the beginning of the year	2514000	0.98	2514000	0.98
	Changes during the year			No changes during the year	
	At the end of the year	2514000	0.98	2514000	0.98
3.	Mr. Yogesh Kumar Jain				
	At the beginning of the year	16794000	6.54	16794000	6.54
	Changes during the year			No changes during the year	
	At the end of the year	16794000	6.54	16794000	6.54
4.	Mr. Anil Kumar Rao				
	At the beginning of the year	80500	0.03	80500	0.03
	Changes during the year			No changes during the year	
	At the end of the year	80500	0.03	80500	0.03
5.	Mr. C. R. Sharma				
	At the beginning of the year	9000		9000	-
	Changes during the year				
	Increase/Decrease				
	Date	Reason for Increase			
		Open Market Purchase	1065	10065	
	08/03/2019	Open Market Sale	3565	6500	
	11/03/2019	Open Market Sale	500	6000	
	12/03/2019	Open Market Sale	500	5500	
	14/03/2019	Open Market Sale	1000	4500	
	At the end of the year		4500	-	4500

Sl. No.	For Each of the Directors 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
6.	Mr. Gauri Shankar#				
	At the beginning of the year	-	-	-	-
	Changes during the year		No changes during the year		
	At the end of the year	-	-	-	-
7.	Mr. Ashok Kumar Gupta				
	At the beginning of the year	-	-	-	-
	Changes during the year		No changes during the year		
	At the end of the year	-	-	-	-
8.	Mr. Krishan Kumar Jalan#				
	At the beginning of the year	-	-	-	-
	Changes during the year		No changes during the year		
	At the end of the year	-	-	-	-
9.	Mrs. Deepika Mittal				
	At the beginning of the year	-	-	-	-
	Changes during the year		No changes during the year		
	At the end of the year	-	-	-	-
10.	Mr. Subhash Chander Kalia*				
	At the beginning of the year	-	-	-	-
	Changes during the year		No changes during the year		
	At the end of the year	-	-	-	-
11.	Mr. Rakesh Kumar Gupta*				
	At the beginning of the year	-	-	-	-
	Changes during the year		No changes during the year		
	At the end of the year	-	-	-	-
12.	Mr. Tapan Jain				
	At the beginning of the year	-	-	-	-
	Changes during the year		No changes during the year		
	At the end of the year	-	-	-	-

* During the year under review, Mr. Subhash Chander Kalia has resigned from the post of Independent director w.e.f. May 24, 2018 and Mr. Rakesh Kumar Gupta has resigned from the post of Independent director w.e.f. Jan 10, 2019.

During the year under review, Mr. Krishan Kumar Jalan has appointed as a Additional Non – Executive Independent Director w.e.f. Feb 13, 2019 and Mr. Gauri Shankar has appointed as a Additional Non – Executive Independent Director w.e.f. May 23, 2018.

V. INDEBTEDNES

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

₹ in Lakhs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	16970.85	-	-	16970.85
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	16970.85	-	-	16970.85
Change in Indebtedness during the financial year				
▪ Addition	26220.06	-	-	26220.06
▪ Reduction	(5717.5)	-	-	(5717.5)
Net Change	20502.56			20502.56
Indebtedness at the end of the financial year				
i) Principal Amount	37473.41	-	-	37473.41
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	37473.41			37473.41

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

₹ in Lakhs

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Pradeep Kumar Jain	Chakresh Kumar Jain	Yogesh Kumar Jain	Anil Kumar Rao*	
1.	Gross salary	234.00	210.00	210.00	72.85	726.85
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under	Nil	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	-Commission - as % of profit - others, specify	Nil	Nil	Nil	Nil	Nil
5.	Others	Nil	Nil	Nil	Nil	Nil
	Total (A)	234.00	210.00	210.00	72.85	726.85
	Ceiling as per the Act	10% of the profits calculated under section 198 of the Companies Act, 2013				

*Remuneration of Shri Anil Kumar Rao was increased from ₹ 5,92,350 p.m. to ₹ 6,51,585 p.m. with effect from Jan 1, 2019.

B. Remuneration to other Directors:

₹ in Lakhs

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
		C.R. Sharma	A.K. Gupta	S.C. Kalia	R.K. Gupta	Deepika Mittal	Gauri Shankar	K.K. Jalan	
	Independent Directors								
	▪ Fee for attending board / committee meetings	1.10	2.20	0.30	0.60	1.30	0.60	Nil	6.10
	▪ Commission								
	▪ Others, please specify								
	Total (1)	1.10	2.20	0.30	0.60	1.30	0.60	Nil	6.10
	2. Other Non-Executive Directors								
	▪ Fee for attending board / committee meetings	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	Nil
	▪ Commission								
	▪ Others, please specify								
	Total (2)								
	Total (B)=(1+2)	1.10	2.20	0.30	0.60	1.30	0.60	N.A.	6.10
	Total Managerial Remuneration (A+B)								732.95
	Overall Ceiling as per the Act	1% of the profits calculated under section 198 of the Companies Act, 2013							

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

₹ in Lakhs

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Tapan Jain** [Company Secretary]	Mr. Chakresh Kumar Jain, [CFO]	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14.04	-----	14.04
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	14.04	-----	14.04

** Remuneration of Mr. Tapan Jain (Company Secretary) was increased from ₹ 1,02,000 p.m. to ₹ 1,32,000 p.m. with effect from Oct 1, 2018.

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)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NIL

ANNEXURE VII: PARTICULARS OF EMPLOYEE

a) Information as per Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Remuneration paid to Whole-time Directors and Key Managerial Personnel

S. No.	Name of the Employee	Designation/Nature of Duties	Remuneration for FY 18-19 (₹ in lakhs)	% increase in remuneration in FY 18-19	Ratio of Remuneration of each Director to median remuneration of employees
1	Mr. Pradeep Kumar Jain	Chairman and Managing Director	234.00	30	125.81
2	Mr. Chakresh Kumar Jain*	Managing Director and CFO	210.00	30	112.90
3	Mr. Yogesh Kumar Jain	Managing Director	210.00	30	112.90
4	Mr. Anil Kumar Rao	Whole Time Director	72.85	10	39.17
5	Mr. Tapan Jain	Company Secretary	14.04	30	7.55

b) Percentage increase in the median remuneration of employees in the Financial Year.

Percentage increase in the median remuneration of employees other than managerial personnel in the financial year is 10.70%

c) The number of permanent employees on the rolls of company.

The Company has 7467 permanent employees as on March 31, 2019.

d) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase in the salaries of employees other than the managerial personnel was 23.92%. There was no exceptional increase in the managerial remuneration.

Notes –

- The nature of employment is contractual;
- None of the employee is a relative of any managing director or whole – time director of the company;
- None of the employee holds 2% or more of the paid up equity share capital of the Company as per clause (iii) of sub rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- No employee of the Company is posted or working in a country outside India;
- No employee of Company was in receipt of remuneration of 102 lakh rupees or more p.a. or 8.5 lakh p.m. for financial year 2018 -19.

The Company affirms that the remuneration is paid as per the remuneration policy of the Company.

Place: Agra

Date: May 24, 2019

For and on behalf of Board of Directors of
PNC Infratech Limited
(Pradeep Kumar Jain)
Chairman & Managing Director
DIN: 00086653

ANNEXURE VIII: BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

S.No.	Particulars	Details
1.	Corporate Identity Number (CIN) of the Company	L45201DL1999PLC195937
2.	Name of the Company	PNC Infratech Limited
3.	Registered address	NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector 5, New Delhi - 110017
4.	Website	www.pncinfratech.com
5.	E-mail id	complianceofficer@pncinfratech.com
6.	Financial year reported	2018-19
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	
	The Company is engaged in the following industrial activities:	
S. No.	Industrial Activity	Activity code (NIC)
1	Construction of Roads & Highways	42101
8	List three key products/services that the Company manufactures/provides (as in balance sheet) The three main services of PNC Infratech Limited are: 1) Construction of Roads, Highways & Bridges. 2) Constriction of Airport Runways and allied pavements. 3) Power Transmission Projects.	
9.	Total number of locations where business activity is undertaken by the Company –	
	(a) Number of International Locations (Provide details of major 5):	NIL
	(b) Number of National Locations:	The Company has its ongoing projects located in following states :
		(a) Uttar Pradesh
		(b) Madhya Pradesh
		(c) Rajasthan
		(d) Uttarakhand
		(e) Bihar
		(f) Delhi
		(g) Karnataka
		(h) Maharashtra
10.	Markets served by the Company Local/State/National/International:	National

SECTION B: FINANCIAL DETAILS OF THE COMPANY

S. No.	Particulars	Details
1.	Paid up Capital (INR in Lakhs)	5130.78
2.	Total Turnover (INR in Lakhs)	309687.31
3.	Total profit after taxes (INR in Lakhs)	32491.22
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2.08% (Calculated as % on average net profit of Last three Financial Year)
5.	List of activities in which expenditure has been incurred:-	Please Refer Annexure - I to the Board's Report

SECTION C: OTHER DETAILS

1.	Does the Company have any Subsidiary Company/ Companies?	Yes, the Company has 16 subsidiary Companies as on March 31, 2019.
2.	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	No the subsidiaries do not participate in various related activities of BR.
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No, other vendors/ suppliers/ contractors do not participate in group's BR policy.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

a) Details of the Director/Director responsible for implementation of the BR policy/policies:

1.	DIN Number	00086768
2.	Name	Mr. Chakresh Kumar Jain
3.	Designation	Managing Director/CFO

b) Details of the BR head:

No.	Particulars	Details
1	DIN (if applicable)	00086768
2	Name	Mr. Chakresh Kumar Jain
3	Designation	Managing Director & CFO
4	Telephone number	0562-4054400
5	e-mail id	complianceofficer@pncinfratech.com

2. Principle-wise (as per NVGs) BR Policy/policies

(a) Details of compliance (Reply in Y/N)

P1–Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

P2–Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

P3–Businesses should promote the well-being of all employees.

P4–Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

P5–Businesses should respect and promote human rights.

P6–Businesses should respect, protect, and make efforts to restore the environment.

P7–Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

P8–Businesses should support inclusive growth and equitable development.

P9–Businesses should engage with and provide value to their customers and consumers in a responsible manner.

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify?	The policies conform to the principles laid down in the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business, National Guidelines on Responsible Business Conduct notified by Ministry of Corporate Affairs, Government of India.								
4	Has the policy being approved by the Board if Yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	NA
6	Indicate the link for the policy to be viewed online?	www.pncinfratech.com								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy/ policies	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

* wherever the policy is not compliant with Local regulation, they are modified accordingly.

While the Company does not manufacture any products, the policy addresses the aspects of health, safety and environmental protection in the Company's operations and services.

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The company has not understood the Principles									
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The company does not have financial or manpower resources available for the task									Not Applicable
4.	It is planned to be done within next 6 months									
5.	It is planned to be done within the next 1 year									
6.	Any other reason (please specify)									

3. Governance related to BR

a.	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	The Board will review the BR performance annually.								
b.	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	The BR report will be published annually and uploaded on the company's website www.pncinfratech.com								

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

The Company considers Corporate Governance as an integral part of good management. The Company has a Code of Business Conduct and a vigil mechanism that are approved by the Board of Directors. These are applicable to all Board Members and employees of the company and all its subsidiaries, and an annual affirmation is taken from the designated employees.

Company also has a Whistle Blower policy which seeks to empower employees and directors to raise any genuine concerns within the group.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

No genuine concerns were received during financial year 2018-19.

Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company is engaged in building of roads and highways, airport runways and also in transmission of power. All these activities are the direct outcome of Government infrastructural and developmental projects which may sometimes pose social or environmental concerns. These concerns are adequately covered/ addressed within the concession/ contract agreements entered into by the Company for the respective projects with the Government and the Company takes necessary actions as per these agreements which includes the following:

- Highways with service roads for local population.
- Pedestrian and Vehicle underpasses for the ease of movement of local traffic.
- Redesign of roads to avoid unnecessary cutting down of trees for road laying activities
- Construction of rain water harvesting structures.
- Adoption of highway technologies and elements to minimise use of natural resources.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

- Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

The Company follows sustainable sourcing ensuring quality and safety of raw materials procured from suppliers. The Company has laid down a robust process

for vendor evaluation and selection mechanism and prefer local suppliers wherever possible. The Company also emphasis on safe transportation, optimization of logistics and reduction of vehicular air emissions.

- Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The Company strives to improve the energy and water footprints by reducing the power and fuel consumption and has been able to reduce related costs. On the environment front, Company has adopted principles of natural resource conservation, reuse, reduce, recycle, and waste minimization.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

We believe in efficient & sustainable use of materials by eliminating the waste, recycling/reusing the material without compromising the safety and quality standards as specified under the concession/contract agreements. We endeavour to construct such sustainable projects which are environmental friendly by incorporating various conservation measures, deployment of fuel efficient plants and machineries & use of green technologies. Further, our sourcing strategy is focused on procuring raw material and labour for our construction activity locally minimizing the transportation.

- If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

We, constantly, strive to procure the required construction material locally. This reduces unnecessary transportation and logistics cost. However, if any material is not available locally, we explore and try to identify the nearest source for procurement.

Additionally, the Company endeavors to hire the skilled/ semi-skilled and unskilled labour force required for the project from the local area to the extent available.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company consciously endeavours to sources its procurement of the goods and services from medium and small vendors from the local areas where feasible. It improves operational efficiency and saves on transportation cost and inventory management. Further, the Company fulfills its manpower requirement by employing the people from the nearby location where it has its business operation to the possible extent. The Company provides detailed specifications as well as technical knowhow to improve capacity and capability of local and small vendors.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so

We always try to reduce waste and make efficient use of raw materials during construction of roads, Highways and Bridge e.t.c. Company is trying to recycled concrete and bitumen aggregates, which is 15-20% of the total projects.

Principle 3

1. Please indicate the Total number of permanent employees
7467
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis.
1158
3. Please indicate the Number of permanent women employees (in the group)
4
4. Please indicate the Number of permanent employees with disabilities
Nil
5. Do you have an employee association that is recognized by management.
N.A
6. What percentage of your permanent employees is members of this recognized employee association?
N.A
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
a.	Child labour / forced labour / involuntary labour	NIL	N/A
b.	Sexual harassment	NIL	N/A
c.	Discriminatory employment	NIL	N/A
8.	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?		
a.	Permanent Employees		91%
b.	Permanent Women Employees		100%
c.	Casual/Temporary/Contractual Employees		96%
d.	Employees with Disabilities		Nil

Principle 4

1. Has the company mapped its internal and external stakeholders? Yes/No
Yes, the company has an established a systematic process of stakeholder mapping. The internal stakeholders for the company comprise the employees, management, consultants, etc. whereas the external stakeholder groups range from

suppliers, customers, business partners, regulatory agencies to local communities around its sites of operations.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.

Yes; the Company gives preference in employment of the vulnerable and marginalized stakeholders live in the vicinity of project sites and also provides training to them in constrictions activities so that their skills and employability enhances.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

As part of CSR activities, to encourage education among women the company provides financial support to girl students of economically weaker section located in and around Agra. Last one years company distributed more than 250 such scholarships. The company as a part of its CSR activities also provides financial support for medical treatment to the economically weaker section of society, works for Women Empowerment, provides facilities for reducing inequalities faced by socially and economically backward groups.

For details of projects undertaken during the FY 2018-19, please refer the 'Annual Report on CSR Activities' attached to Directors Report.

Principle 5

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Company follows the philosophy to always ensure protecting the human rights of all the employees of the group whether subsidiary, joint venture or otherwise, suppliers, contractors, its directors and other stake holders.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

The Company has not received any stakeholders complaints in the past financial year.

Principle 6

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

The policy related to principle 6 is applicable to all the units of PNC Group, its contractors and its employees.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

No, the Company has not undertaken any initiatives to address global environmental issues as the activities of the Company presently are limited to India only.

3. Does the company identify and assess potential environmental risks? Y/N

Yes, the Company suitably identify and assess the potential environmental risks before the execution of the project as per concession/contract agreements.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

No, the Company does not have any project related to Clean Development Mechanism.

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

No, the Company has not undertaken any other initiatives on clean technology, energy efficiency and renewable energy etc. However, the company always strive to use and deploy energy efficient plants, machinery and equipment in its construction activities.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes. We effectively adhere to the norms laid down as laid down by Central Pollution Control Board / State Pollution Control Boards for generation and disposal of waste and minimizing and mitigating the emissions of smoke and dust.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

NIL

Principle 7

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

The company is the member of the following major trade/ chamber/federations :

- I. National Highways Builders Federation
- II. Federation of Indian Chamber of Commerce

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/ No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Yes; we advocate various issues pertaining to road construction industry through the above bodies from time to time. We regularly participate in the activities of these associations.

Principle 8

1. Does the company have specified programmes/initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes, the Company has identified specified programmes/ projects in the pursuit of the policy related to Principle 8. For details of projects undertaken during the FY 2018-19, please refer the 'Annual Report on CSR Activities' attached as to Directors Report.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

The Company undertakes these initiatives through charitable trusts & societies viz. Shri Ratanlal Kanwarlal Patni Foundation, Akhil Bhartiya Shri Digamber Jaiswal Jain Upronchiya Sewa Nyas, SOS Children Villages of India, Society for culture and Environment etc.

3. Have you done any impact assessment of your initiative?

No specific impact assessment has been done. However, based on the feedback received from the beneficiaries, we understand there have been certain positive impacts.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

During the year under review the Company had contributed ₹ 4,32.89 Lakhs to various community development, Health development programmers, Promoting educations/projects and slump area development as part of its CSR initiatives.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The charitable societies and trusts mentioned under point 2 above regularly monitor the various initiatives taken by them to assess whether they are successfully adopted by the communities and beneficiaries through community interactions and discreet reviews.

Principle 9

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

NIL

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)

The Company does not manufacture any product, hence this is not applicable.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

There are no such pending cases against the Company in a court of law.

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

No. Not applicable since the Company is engaged in execution of projects awarded by various Govt. authorities.

DIVIDEND DISTRIBUTION POLICY

This Policy will regulate the process of dividend declaration and its pay-out by the Company in accordance with the provisions of the Companies Act, 2013, read with the applicable Rules framed thereunder, as may be in force for the time being ("Companies Act").

Preamble: Dividend is the payment made by a Company to its shareholders, usually in the form of distribution of its profits. The profits earned by the Company can either be retained in business and used for acquisitions, expansion or diversification, or it can be distributed to the shareholders. The Company may choose to retain a part of its profits and distribute the balance among its shareholders as dividend. This Policy aims to reconcile between all these needs.

The dividend pay-out of a Company is driven by several factors. Some Companies pay a lower dividend. The idea is to retain profits and invest it for further expansion and modernization of the business. On the other hand, there are Companies which prefer to pay higher dividend. These Companies may not necessarily be growth oriented companies with greater emphasis on retaining their shareholder base.

The objective of this policy is to ensure a regular dividend income for the shareholders and long term capital appreciation for all stakeholders of the Company. The Company would ensure to strike the right balance between the quantum of dividend paid and amount of profits retained in the business for various purposes. The Board of Directors will refer to the policy while declaring/recommending dividends on behalf of the Company. Through this policy, the Company would endeavor to maintain a consistent approach to dividend pay-out plans.

The Company believes that it operates in the high potential and fast growing infrastructure segment. This offers huge investment opportunities. Therefore, the retention of surplus funds for future growth will over-ride considerations of returning cash to the shareholders. However, considering the consistent and impressive generation of profits year on year, there is a need to provide greater clarity on the dividend pay-out philosophy of the Company.

Category of Dividends

The Companies Act provides for two forms of Dividend- Final & Interim. The Board of Directors shall have the power to recommend final dividend to the shareholders for their approval in the general meeting of the Company. The Board of Directors shall have the absolute power to declare interim dividend during the financial year, as and when they consider it fit.

Final Dividend

The Final dividend is paid once for the financial year after the annual accounts are prepared. The Board of Directors of the Company has the power to recommend the payment of Final Dividend to the shareholders in a general meeting. The declaration of Final dividend shall be included in the ordinary business items that are required to be transacted at the Annual General Meeting.

Process for approval of Payment of Final Dividend:-

Board to recommend quantum of final dividend payable to shareholders in its meeting in line with this Policy;

- Based on the profits arrived at as per the audited financial statements;
- Shareholders to approve in Annual General Meeting;
- Once in a financial year;

Interim Dividend:

This form of dividend can be declared by the Board of Directors one or more times in a financial year as may be deemed fit by it. The Board of Directors of the Company would declare an interim dividend, as and when considered appropriate, in line with this policy. Normally, the Board could consider declaring an interim dividend after finalization of quarterly (or half yearly) financial accounts. This would be in order to supplement the annual dividend in exceptional circumstances.

Process for approval of Payment of Interim Dividend:-

- Board may declare Interim Dividend at its complete discretion in line with this Policy;
- Based on profits arrived at as per quarterly (or half- yearly) financial statements including exceptional items;
- One or more times in a financial year.

Declaration of Dividend

Subject to the provisions of the Companies Act, Dividend shall be declared or paid only out of

- i) Current financial year's profit:
 - a) after providing for depreciation in accordance with law;
 - b) after transferring to reserves such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion.
- ii) The profits for any previous financial year(s):
 - a) after providing for depreciation in accordance with law;
 - b) remaining undistributed; or
- iii) out of i) & ii) both.

In computing the above, the Board may at its discretion, subject to provisions of the law, exclude any or all of (i) extraordinary charges (ii) exceptional charges (iii) one off charges on account of change in law or rules or accounting policies or accounting standards (iv) provisions or write offs on account of impairment in investments (long term or short term) (v) non cash charges pertaining to amortisation or ESoP or resulting from change in accounting policies or accounting standards.

The Board may, at its discretion, declare a Special Dividend under certain circumstances such as extraordinary profits from sale of investments.

Factors to be considered while declaring Dividend

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in business. The Board of Directors will endeavor to take a decision with an objective to enhance shareholders wealth. However, the decision regarding pay-out is subject to several factors and hence, any optimal policy in this regard may be far from obvious.

The Dividend pay-out decision of any company depends upon certain external and internal factors.

External Factors:-

State of Economy- in case of uncertain or recessionary economic and business conditions, Board will endeavor to retain larger part of profits to build up reserves to absorb future shocks.

Industry Segment - When the industry conditions are positive, dividend pay-out can be liberal. However, in case of adverse industry scenario, Board may resort to a conservative dividend pay-out in order to conserve cash outflows.

Statutory Restrictions- The Board will keep in mind the restrictions imposed by Companies Act with regard to declaration of dividend.

Internal Factors:-

Apart from the various external factors aforementioned, the Board will take into account various internal factors while declaring Dividend, which inter alia will include

- i) Profits earned during the year;
- ii) Present & future Capital investments & working capital requirements of the business;

- iii) Brand/ Business Acquisitions;
- iv) Expansion/ Modernization of existing business;
- v) Additional investments in subsidiaries/associates of the Company;
- vi) Fresh investments into external business;
- vii) Any other factor as deemed fit by the Board.

Dividend Range

The Company stands committed to deliver sustainable value to all its stakeholders. The Company will strive to distribute an optimal and appropriate level of the profits earned from business operations, to the shareholders, in the form of dividend. As explained in the earlier part of this Policy, determining the dividend pay-out is dependent upon several factors, both internal and external. Taking into consideration the aforementioned factors, the Board will endeavor to maintain a Dividend pay-out not more than 25% of profits after tax (PAT) on standalone financials. As mentioned above, for computing the PAT for purposes of determining the Dividend, the Board may at its discretion, subject to provisions of the law, exclude any or all of (i) extraordinary charges (ii) exceptional charges (iii) one off charges on account of change in law or rules or accounting policies or accounting standards (iv) provisions or write offs on account of impairment in investments (long term or short term) (v) non cash charges pertaining to amortisation or ESOPs or resulting from change in accounting policies or accounting standards. Further, the Board may amend the pay-out range, whenever considered appropriate by it, keeping in mind the aforesaid factors having a bearing on the dividend pay-out decision including declaring a Special Dividend under certain circumstances such as extraordinary profits from sale of investments.

Review

This Policy will be reviewed periodically by the Board.

REPORT ON CORPORATE GOVERNANCE

Your Company is committed to attain the highest standard of Corporate Governance. The Company's Corporate Governance structure plays a pivotal role in realizing this long term goal. It provides the fundamental systems, processes and principles that promote objective decision making, performance based management and a corporate culture that is characterized by integrity and fairness in all dealings. This practice is affected by attempts to align the interests of stakeholders of the Company.

Company's Philosophy

Your Company's philosophy in relation to Corporate Governance is to ensure transparent disclosures and reporting that confirms full compliance to the applicable laws, regulations and guidelines, and to promote ethical conduct of the business operation with primary objective of enhancing all stakeholders' value while being a responsible corporate citizen. Company firmly believes that any meaningful policy on the Corporate Governance must provide empowerment to the executive management of the Company and simultaneously create a mechanism of checks and balances which ensures that the decision making power vested in the executive management are used with care and responsibility to meet shareholders and stakeholders expectations.

'In this age of technological revolution and globalization, one has to think globally and act locally in the best interest of value creation and nation building.'

Your Board functions either through a full board of directors or through various committees constituted to oversee specific operational areas with a professional management team below board level. Your Company undertakes to take all necessary steps to comply with code of Corporate Governance on a continuous basis.

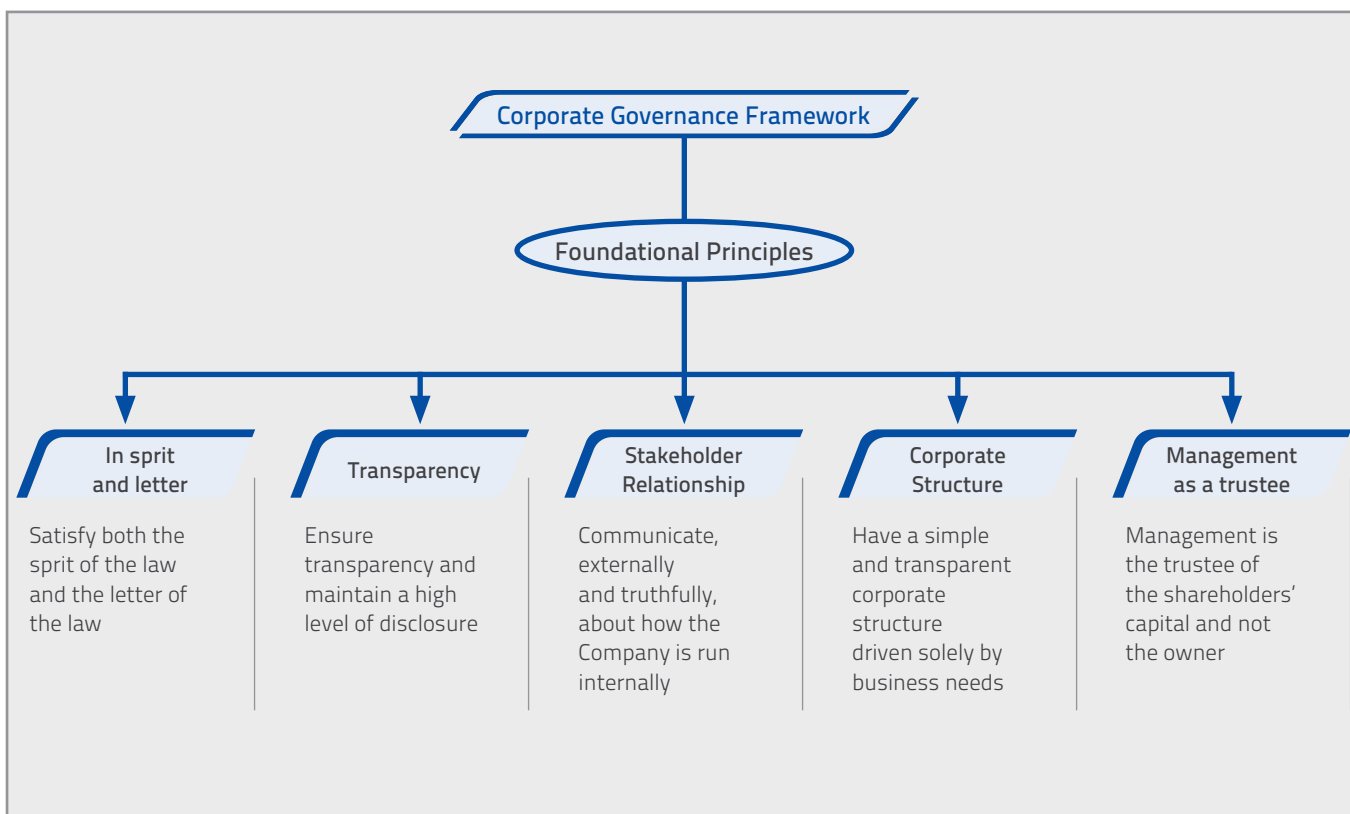
Your Directors present the Company's Report on Corporate Governance in compliance with the Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations) for the financial year 2018-19.

1) BOARD OF DIRECTORS

a) Composition of the Board

The Board of Directors of your Company has an ideal combination of Executive and Non-executive Directors and is in conformity with the provisions of Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, which inter alia stipulates that the Board should have an optimum combination of Executive and Non-executive Directors with at least one Woman Director and not less than fifty percent of the Board should consist of Independent Directors.

The composition of Board of Directors, as on 31st March, 2019 comprised of Nine Directors out of which four are Executive Directors; five are Non-Executive Directors (including one woman director).



The composition of the Board of Directors and the category of each Director during the captioned period, to which this Report belongs, are as under:

Sl. No.	Name	Designation	Category
1.	Shri Pradeep Kumar Jain	Chairman and Managing Director	Promoter / Executive Director
2.	Shri Chakresh Kumar Jain	Managing Director	Promoter / Executive Director
3.	Shri Yogesh Kumar Jain	Managing Director	Promoter / Executive Director
4.	Shri Anil Kumar Rao	Whole Time Director	Non Promoter / Executive Director
5.	Shri C.R. Sharma	Director	Independent / Non- Executive Director
6.	Shri Ashok Kumar Gupta	Director	Independent / Non- Executive Director
7.	Smt. Deepika Mittal	Director	Independent / Non- Executive Director
8.	Shri Gauri Shankar	Director	Independent / Non- Executive Director
9.	Shri Krishan Kumar Jalan	Additional Director	Independent / Non- Executive Director

The Independent Directors are from different fields of work such as finance, accounts, civil engineering, medical, Strategy and Planning, Administration etc. The Chairman and Managing/whole time Directors have been delegated with clearly defined responsibilities. The Company's Board meets at frequent and regular intervals for planning, assessing and evaluating important business.

b) Role of Board of Directors

The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic direction to the company. As trustees, the board has fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth. The Board exercise its duty with care, skill and diligence and exercises independent judgement. It sets strategic goals and seeks accountability for their fulfilment. It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholders' aspirations and social expectations.

c) Directors' attendance record and details of Directorships/Committee Positions held and name of the listed entities where the person is a director and the category of directorship

As per Regulation 26(1) of SEBI Listing Regulations, none of the Directors on the Board is a member of more than ten Board-level committees and Chairman of more than five such committees, across all such companies in which he/ she is a Director.

Further, none of the Directors of the Company serves as an Independent Director in more than seven listed companies.

Attendance of Directors at the Board Meetings, last Annual General Meeting (AGM) and number of other Directorships and Chairmanship / Membership of each Director in various Companies as on 31st March, 2019 is as under:-

Name of Director	Category	No. of shares held	No. of Board meeting attended	Last AGM attended	Directorship held in other Indian Companies	Other Committee positions held in Indian Public Limited Companies	
						As Chairman	As Member
Shri Pradeep Kumar Jain	Chairman & Managing Director	1,53,49,500	04	Yes	Four	None	None
Shri Chakresh Kumar Jain	Managing Director	25,14,000	04	Yes	Six	One	None
Shri Yogesh Kumar Jain	Managing Director	1,67,94,000	04	Yes	Seven	One	None
Shri Anil Kumar Rao	Whole Time Director	80,500	04	Yes	Six	None	None
Shri C. R. Sharma	Independent Director	4500	03	Yes	One	Two	One
Shri Ashok Kumar Gupta	Independent Director	NIL	04	Yes	One	Two	One
Shri Subhash Chander Kalia*	Independent Director	NIL	01	No	NA	NA	NA
Shri Rakesh Kumar Gupta*	Independent Director	NIL	03	Yes	NA	NA	NA
Smt. Deepika Mittal	Independent Director	NIL	04	Yes	None	One	One
Shri Gauri Shankar\$	Independent Director	NIL	03	Yes	Six	Four	None
Shri Krishan Kumar Jalan#	Additional Director [Independent]	NIL	00	No	Two	None	None

* Shri Subhash Chander Kalia and Shri Rakesh Kumar Gupta have been resigned from the post of the Director of the Company w.e.f. 24.05.2018 and 10.01.2019 respectively.

\$ Shri Gauri Shankar, Non executive Independent Director has been appointed w.e.f May, 23, 2018.

Shri Krishan Kumar Jalan, Additional Director [Independent] has been appointed w.e.f February 13, 2019.

Notes:

1. Directorships held by Directors as mentioned above, do not include directorship held in foreign companies, LLP and Companies u/s 8 of the Companies Act, 2013.
2. Chairmanship/Membership of Audit Committees and Stakeholders' Relationship Committee of public limited companies has been considered only.
3. There is no inter-se relationship between any Directors except Mr. Pradeep Kumar Jain, Chairman & Managing Director, Mr. Chakresh Kumar Jain, Managing Director and Mr. Yogesh Kumar Jain, Managing Director who are the brothers.

In terms of amendment made in Schedule V of SEBI Listing Regulations, name of the listed entities where the person is a director and the category of directorship are provided in the table below:-

S. No.	Name of the Directors	Name of the Listed Company where the person is director	Category of Directorship
1	Pradeep Kumar Jain	PNC Infratech Limited	Chairman & Managing Director
2	Shri Chakresh Kumar Jain	PNC Infratech Limited	Managing Director
3	Shri Yogesh Kumar Jain	PNC Infratech Limited	Managing Director
4	Shri Anil Kumar Rao	PNC Infratech Limited	Whole Time Director
5	Shri C. R. Sharma	PNC Infratech Limited	Independent Director
		Sterling Tools Limited	Independent Director
6	Shri Ashok Kumar Gupta	PNC Infratech Limited	Independent Director
7	Smt. Deepika Mittal	PNC Infratech Limited	Independent Director
8	Shri Gauri Shankar	PNC Infratech Limited	Independent Director
		Paisalo Digital Limited	Independent Director
		Aksh Optifibre Limited	Independent Director
9	Shri Krishan Kumar Jalan#	PNC Infratech Limited	Independent Director
		Minda Industries Limited	Independent Director

The Company has received declarations from all the above Independent Directors stating that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Reg 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the provisions of Sec. 152 of the Companies Act, 2013, Shri Yogesh Kumar Jain, Managing Director of the Company, retire by rotation, at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

d) Number of Board Meetings Held

The Board meets at least once in a quarter inter alia to review the quarterly financial results and operations of the Company. In addition, the Board also meets as and when necessary to address specific issues relating to the business. During the year, the Board met four times i.e. May 23, 2018, August 07, 2018, November 14, 2018 and February 13, 2019. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days.

Details of attendance of the Directors at the Board meetings and the last Annual General Meeting are given as under:

MEETING VENUE: 3/22-D, Civil Lines, Agra-Delhi Bypass Road, NH-2, Agra.

Meeting Date and Time	BOARD MEETING				AGM
	May 23, 2018	August 07, 2018	November 14, 2018	February 13, 2019	September 29, 2018
Shri Pradeep Kumar Jain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Shri Chakresh Kumar Jain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Shri Yogesh Kumar Jain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Shri Anil Kumar Rao	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Shri C. R. Sharma	X	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Shri Ashok Kumar Gupta	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Shri Subhash Chander Kalia*	<input type="checkbox"/>	NA	NA	NA	<input type="checkbox"/>
Shri Rakesh Kumar Gupta*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	NA	<input type="checkbox"/>
Smt. Deepika Mittal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Shri Gauri Shankar\$	NA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Shri Krishan Kumar Jalan#	NA	NA	NA	NA	NA

Note:

- Present, X- Absent, NA-Not Applicable

* Shri Subhash Chander Kalia and Shri Rakesh Kumar Gupta have been resigned from the post of the Director of the Company w.e.f. 24.05.2018 and 10.01.2019 respectively.

\$ Shri Gauri Shankar, Non executive Independent Director has been appointed w.e.f May, 23, 2018.

Shri Krishan Kumar Jalan, Additional Director [Independent] has been appointed w.e.f February 13, 2019.

e) Information to the Board

A detailed agenda is sent to each Director via email, seven days in advance of the Board Meetings. As a policy, all major decisions involving investments and loans, in addition to matters which statutorily require the approval of the Board are put up for consideration of the Board. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take informed decisions.

The Board periodically reviews compliance status of laws applicable to the Company, prepared by the Management. Further, the Board also reviews the Annual financial statements of the Unlisted Subsidiary Companies. In addition to the above, pursuant to Regulation 24 of the SEBI Listing Regulations, the Minutes of the Board Meetings of the Company's Unlisted Subsidiary Companies and a statement of all significant transactions and arrangements entered into by the Unlisted Subsidiary Companies are placed before the Board.

Recording Minutes of Proceedings at Board and Committee Meetings

The Company Secretary records minutes of proceedings of each Board and Committee meetings. Draft minutes are circulated to Board/ Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

Post Meeting Follow-Up Mechanism

The guidelines for Board and Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Committees thereof.

Important decisions taken at Board/ Committee meetings are communicated promptly to the concerned Departments/ divisions. Action-taken report on decisions/ minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/Committees for noting

f) Details of Equity Shares held by the Non-Executive Directors

The details of the Equity Shares held by the Non-Executive Director as on March 31, 2019 is given as follows:

Name of the Director	Number of Equity Shares
Shri C R Sharma	4500
Shri Subhash Chander Kalia	Nil
Shri. Ashok Kumar Gupta	Nil
Shri Rakesh Kumar Gupta	Nil
Smt. Deepika Mittal	Nil
Shri Gauri Shankar	Nil
Shri Krishan Kumar Jalan	Nil

g) Induction & Familiarization Programs for Independent Directors:

The Familiarization program aims to provide insight to the Independent Directors to understand the business of the

Company. Upon induction, the Independent Directors are familiarized with their roles, rights and responsibilities.

On appointment, the concerned Director is issued a letter of appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization programme. The program aims to familiarize the Directors with the Company, their role and responsibilities, business model of the Company etc.

In addition to the above, the familiarization program for Independent Directors forms part of the Board process. At the quarterly Board meetings of the Company held during the financial year 2018-19, the Independent Directors have been updated on the strategy, operations of the Company performance, developments in the Company and the Company's performance.

Presentations are made regularly to the Board / NRC / Audit Committee (AC) (minutes of AC, NRC, SRC and CSR Committee are circulated to the Board), where Directors get an opportunity to interact with senior managers. Presentations, inter alia, cover business strategies, management structure, policies, management development and succession planning, quarterly and annual results, budgets, review of Internal Audit, risk management framework, operations of subsidiaries and associates, etc. Independent Directors have the freedom to interact with the Company's management. Interactions happen during Board / Committee meetings, when senior Company personnel are asked to make presentations about performance of their Independent Company (IC) / operational sites, to the Board.

The details of such familiarisation programmes are disclosed on the Company's website at www.pncinfratech.com and can be accessed through web link <https://www.pncinfratech.com/pdfs/familiarization-program-independent-directors.pdf>

h) Chart or a matrix setting out the skills/expertise/competence of the board of directors

SEBI (LODR) Regulations, 2015 mandates the listed entities to disclose the required and available expertise of the board on a regular basis so that shareholders could adequately analyze whether a board has a sufficient mix of diverse expertise/ skill-sets. A chart or a matrix setting out the skills/ expertise/ competence of the board of directors specifying core skills/ expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board are given hereunder;

Core skills / expertise / competencies

Industry knowledge/experience

Experience

Industry knowledge

Understanding of relevant laws, rules, regulation and policy

International Experience

Technical skills/experience
Accounting and finance
Marketing
Information Technology
Talent Management
Leadership
Compliance and risk
Behavioural Competencies
Integrity and ethical standards
Mentoring abilities
Interpersonal relations

i) Confirmation from Board regarding fulfilment of the independence criteria by IDs

In the opinion of the Board, they hereby confirm that the independent directors of the Company fulfil the conditions specified in SEBI (LODR) Regulations, 2015 and are independent of the management. The Board is also in opinion that there needs to be continuous assessment of the independence criteria. Regulatory requirements for testing the independence of directors are currently based on factual information or checklists. However, true independence is a function of behaviour, and an objectiveness being brought to board deliberations and overall decision making. This is already discussed in sub point c of this report.

























j) Detailed reasons for the resignation of an independent director

SEBI (LODR) (Amendment) Regulations, 2015 requires the detailed reason for the resignation of an independent director. Before this amendment, Company is required to report detailed reasons for the resignation to only Registrar of Companies in terms of proviso to sec 168(1) of the Companies Act, 2013. The Company started to follow the practice to record the detailed reason of the director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided. Recently Shri Rakesh Kumar Gupta has resigned on January 10, 2019 has followed this practice and provide his confirmation that there was no other material reasons other than those provided.

II. COMMITTEES OF THE BOARD

The Board of Directors has constituted seven Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee(CSR), Risk Management Committee, Project Management Committee and Banking cum Investment Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors. Details of the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided below.

Board and Committee composition as on March 31, 2019

Name	Board	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility (CSR) Committee	Risk Management Committee
Shri Pradeep Kumar Jain						
Shri Chakresh Kumar Jain						
Shri Yogesh Kumar Jain						
Shri Anil Kumar Rao						
Shri C. R. Sharma						
Shri Ashok Kumar Gupta						
Smt. Deepika Mittal						
Shri Gauri Shankar						
Shri Krishan Kumar Jalan						

  Chairperson   Member

A) Audit Committee

In terms of Reg.18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013, the Board of Directors of the Company has constituted an Audit Committee comprising of Three Non-Executive and Independent Directors. Members of the Audit Committee possess accounting and financial management knowledge. The Company Secretary is the Secretary to the Committee.

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on September 29, 2018 to answer the members' queries.

The Audit Committee met four times during the financial year i.e. May 23, 2018, August 07, 2018, November 14, 2018 and February 13, 2019.

The composition of the Audit Committee, no. of meetings and the attendance of its members as on March 31, 2019 are detailed below:

Name of the Member	Category	Status	No. of meetings held	No. of meetings attended
Shri S.C. Kalia*	Non-Executive and Independent Director	Chairman	4	1
Smt. Deepika Mittal*	Non-Executive and Independent Director	Chairman	4	2
Shri C. R. Sharma	Non-Executive and Independent Director	Member	4	3
Shri A. K. Gupta	Non-Executive and Independent Director	Member	4	4

* Shri Subhash Chander Kalia has been resigned from the post of the Director of the Company w.e.f. 24.05.2018 and Smt. Deepika Mittal was elected as new Chairman of the Committee w.e.f. November 14, 2018.

The Minutes of the meeting of the Audit Committee are circulated to all the Members of the Board for noting.

Terms of reference:

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II to the SEBI (LODR) Regulations, 2015 and its terms of reference include besides other terms as may be referred by the Board of Directors, from time to time. The Audit Committee has also powers inter alia to investigate any activity within its terms of

reference and to seek information from any employee of the Company and seek legal and professional advice.

B) Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been constituted to formulate and recommend to the Board all elements of the Appointment and Remuneration package including perquisites payable of the Directors, Managing Directors and Whole Time Directors, Senior Management & other employees.

In terms of Reg. 19 read with Part D of Schedule II to the SEBI (LODR) Regulations, 2015 of SEBI Listing Regulations, amendment Regulation and Section 178 of the Companies Act, 2013, the Board of Directors of the Company has constituted this Committee comprising Three Non-Executive and Independent Directors. The Company Secretary is the Secretary to the Committee.

The Minutes of the meeting of the Nomination and Remuneration Committee are circulated to all the Member of the Board.

During the Financial Year 2018-19, Nomination and Remuneration Committee met three times on May 23, 2018; November 14, 2018; February 13, 2019.

The composition of the Nomination and Remuneration Committee, no. of meetings and the attendance of its members are detailed below:

Name of the Member	Category	Status	No. of meetings held	No. of meetings attended
Shri A. K. Gupta	Non-Executive and Independent Director	Chairman	3	3
Shri C. R. Sharma	Non-Executive and Independent Director	Member	3	2
Smt. Deepika Mittal	Non-Executive and Independent Director	Member	3	3

Terms of Reference for the Nomination and Remuneration Committee:

The Remuneration Committee shall be responsible for, among other things, as may be required by the stock exchanges from time to time, the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Considering and recommending grant of employees stock option, if any, and administration and superintendence of the same;
- Recommend to the board, all remuneration, in whatever form, payable to senior management; and
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

Performance Evaluation and Independent Directors Meeting

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A consolidated summary of the ratings given by each Director was then prepared. The report of performance evaluation was then discussed and noted by the Board.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Schedule IV of the Companies Act, 2013 and the Rules made there under mandate that the independent directors of the Company hold at least one meeting in a year, without the attendance of non-independent directors and members of the management. At such meeting the independent directors discuss, among other matters, the performance of the Company and risk faced by it, the flow of information to the Board, competition, strategy, leadership strengths and weaknesses, governance, compliance, Board movements and performance of the executive members of the Board, including the Chairman.

The Board has also framed an Evaluation policy in terms of the requirement of Section 178 of the Companies Act, 2013 and the same is available on your Company's website at link <http://www.pncinfratech.com/pdfs/nomination-and-remuneration-policy-pnc-infratech-limited.pdf>.

C) Stakeholders Relationship Committee

In terms of Reg. 20 of SEBI Listing Regulations, amendment Regulation and Section 178 of the Companies Act, 2013, the Board of Directors of the Company has constituted this Committee comprising one Non-Executive and Independent Directors and two Executive Directors. The Company Secretary is the Secretary to the Committee.

The Minutes of the meeting of the Stakeholders Relationship Committee are circulated to all the Member of the Board.

During the Financial Year 2018-19, Stakeholders Relationship Committee met three times on July 05, 2018, October 06, 2018 and January 09, 2019.

The composition of the Stakeholders Relationship Committee, no. of meetings and the attendance of its members are detailed below:

Name of the Member	Category	Status	No. of meetings held	No. of meetings attended
Shri A. K. Gupta	Non-Executive and Independent Director	Chairman	3	3
Shri C. K. Jain	Executive Director	Member	3	3
Shri Y. K. Jain	Executive Director	Member	3	3

Terms of Reference for the Stakeholders Relationship Committee:

The Stakeholders Relationship Committee shall be responsible for, among other things, as may be required by the stock exchanges from time to time, the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

During the financial year 2018-19, no queries/complaints were received by the Company from members/investors, which have been redressed / resolved to date, satisfactorily as shown below:

Details of investor queries/complaints/request received and attended during financial year 2018-19

Nature of Queries/ Complaints	Opening	Received	Resolved	Closing
Transfer/ Transmission/Issue of Duplicate Share Certificates	0	0	0	0
Non-receipt of Dividend	0	0	0	0
Dematerialization / Rematerialisation of Shares	0	0	0	0
Others	0	0	0	0

Name and designation of Compliance Officer:

Shri Tapan Jain is the Company Secretary and Compliance Officer of the Company.

D) Corporate Social Responsibility Committee:

In accordance with Section 135 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on March 25, 2014, has constituted this Committee comprising one Non-Executive and Independent Directors and two Executive Directors. The Company Secretary is the Secretary to the Committee.

The Minutes of the meeting of the Corporate Social Responsibility Committee are circulated to all the Member of the Board.

During the Financial Year 2018-19, Corporate Social Responsibility Committee met four times on May 03, 2018; July 05, 2018, October 06, 2018 and January 09, 2019.

The composition of the Corporate Social Responsibility Committee, no. of meetings and the attendance of its members are detailed below:

Name of the Member	Category	Status	No. of meetings held	No. of meetings attended
Shri Chakresh Kumar Jain	Executive and Non-Independent Director	Chairman	4	4
Shri Anil Kumar Rao	Executive and Non-Independent Director	Member	4	4
Shri Ashok Kumar Gupta	Non-Executive Independent Director	Member	4	4

The Scope and Responsibility of the CSR Committee are:

- To formulate the Corporate Social Responsibility Policy
- To recommend the activities to be undertaken, as per Sch. VII of the Companies Act, 2013
- To recommend the amount of expenditure
- To Monitor the Corporate Social Responsibility Policy and the expenditure
- To take steps for formation of any Trust/Society/ Company for charitable purpose and get the same registered for the purpose of complying CSR provisions

The CSR Policy of the Company has been uploaded and can be viewed on the Company's website at link <https://www.pncinftratech.com/pdfs/pnc-csr-policy.pdf>

E) Project Management Committee:

The Project Management Committee comprises of Shri Yogesh Kumar Jain, Managing Director, Shri Anil Kumar Rao, Whole Time Director and Shri Talluri Raghupati Rao EVP (Infra). Shri Yogesh Kumar Jain, Managing Director acts as the Chairman of the Project Management Committee. The Company Secretary is the Secretary to the Committee.

Shri Pradeep Kumar Jain relinquishes the position of Chairman of the Committee and ceased to be a member of the committee in first meeting of Project Management Committee. In his place Shri Yogesh Kumar Jain took the position of Chairman and Shri Talluri Raghupati Rao EVP (Infra) became new member of the Committee.

During the Financial Year 2018-19, Project Management Committee met 10 times on April 05, 2018, June 02, 2018, June 14, 2018, July 23, 2018, September 04, 2018, November 02, 2018, November 14, 2018, January 01, 2019, February 09, 2019 and March 26, 2019. The attendance of each member of the Committee is given below:-

Name of the Member	No. of meetings held	No. of meetings attended
Shri Pradeep Kumar Jain	10	1
Shri Yogesh Kumar Jain	10	10
Shri Anil Kumar Rao	10	10
Shri Talluri Raghupati Rao	10	09

F) Banking cum Investment Committee:

The Banking cum Investment Committee comprises of Shri Pradeep Kumar Jain, Chairman and Managing Director, Shri Chakresh Kumar Jain, Managing Director and Shri Yogesh Kumar Jain, Managing Director. Shri Pradeep Kumar Jain acts as the Chairman of the Banking cum Investment Committee. The Company Secretary is the Secretary to the Committee.

During the Financial Year 2018-19, Banking cum Investment Committee met 11 times on April 16, 2018, June 11, 2018, July 06, 2018, August 14, 2018, September 12, 2018, October 10, 2018, November 21, 2018, December 18, 2018, January 04, 2019, February 25, 2019 and March 14, 2019;

The attendance of each member of the Committee is given below:-

Name of the Member	No. of meetings held	No. of meetings attended
Shri Pradeep Kumar Jain	11	11
Shri Chakresh Kumar Jain	11	11
Shri Yogesh Kumar Jain	11	11

III. Remuneration to Directors

i. Pecuniary Relationships of the Non-Executive Directors

There were no pecuniary relations or transactions of Non-Executive Directors vis-a-vis the Company other than:

- The sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.
- Mr. C. R. Sharma (Non-Executive Director) holds 4500 equity shares of ₹ 2 each of the Company as on 31st March 2019.

ii. Criteria/Details of remuneration to Non-executive Directors/Independent Directors

Criteria of making payments to non-executive directors are provided in Nomination and Remuneration Policy which can be accessed in website <https://www.pncinfratech.com/pdfs/nomination-and-remuneration-policy-pnc-infratech-limited.pdf>

Details of remuneration to Directors for the Financial Year ended 31st March 2019

Director	All elements of remuneration packages of the Directors					
	Salary and allowances	Contribution to PF and other funds	Other benefits and perquisites	Total	Term of Appointment	Notice Period & Severance Fees#
Shri Pradeep Kumar Jain	2,05,92,000	28,08,000	-	2,34,00,000	01.10.2016-30.09.2021	
Shri Chakresh Kumar Jain	18,48,000	25,20,000	-	2,10,00,000	01.10.2016-30.09.2021	
Shri Yogesh Kumar Jain	18,48,000	25,20,000	-	2,10,00,000	01.10.2016-30.09.2021	
Shri Anil Kumar Rao	5,92,350 (from April,2018-December 2018) 6,51,585 (from January 2019 – March 2019)	-	-	72,85,905	01.10.2016-30.09.2021	
Total				7,26,85,905		

Remuneration is within limits specified under section 197 of the Companies Act, 2013 which was recommended by Nomination & Remuneration Committee and approved by Board of Directors.

Service Contracts Notice and Severance Fees as at 31st March 2019, the Board comprised of 9 members including 4 Executive Directors and 5 Non-Executive-Independent Directors. The Executive Directors are the employees of the Company and are subject to service conditions as per the Company's Policy. There is no separate provision for payment of severance fees. However, Independent Directors are subject to a reasonable notice period but are not eligible for severance fees.

The detailed nomination and Remuneration Policy of the Company has been provided in the Board's Report which forms part of the Annual Report.

Remuneration to Non-Executive, Independent Directors paid as on 31st March 2019

[In ₹]

Director	All elements of remuneration packages of the Directors			
	Sitting fees (Board)	Sitting fees (Committees)	Other benefits, if any	Total
Shri C. R. Sharma	60,000	50,000	-	1,10,000
Shri Subhash Chander Kalia ¹	20,000	20,000	-	40,000
Shri Ashok Kumar Gupta	80,000	1,50,000	-	2,30,000
Shri Rakesh Kumar Gupta	70,000	-	-	70,000
Smt. Deepika Mittal	80,000	60,000	-	1,40,000
Shri Gauri Shankar ²	60,000	-	-	60,000
Shri Krishan Kumar Jalan ²	-	-	-	-
Total				6,50,000

1 Shri Subhash Chander Kalia resigned from the Board of the company w.e.f. May 24, 2018.

2 Shri Gauri Shankar and Shri Krishan Kumar Jalan have been appointed by the board w.e.f May 23, 2018 and February 13, 2019 respectively.

[In ₹]

IV. SHAREHOLDER INFORMATION

General Body Meetings

The details of date, location and time of the last three Annual General Meetings held are as follows;

Year ended	Venue	Date	Time	Special Resolution Passed
2017-18	Auditorium Iskcon Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065	September 29, 2018	11:30 A.M.	Enhance The Borrowing Powers of the Company; Enhance the Power of Board to Mortgage, Hypothecate, Pledge, Creation of Charge; Approve continuation of Mr. C.R. Sharma (Din: 00522678) as a Non- Executive Independent Director of the Company
2016-17	Auditorium Iskcon Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065	September 29, 2017	11:00 A.M.	Special Incentive to Mr. Anil Kumar Rao, Whole Time Director; Enhance The Borrowing Powers of the Company; Enhance the Power of Board to Mortgage, Hypothecate, Pledge, Creation of Charge
2015-16	Delhi Karnataka Sangha (R) Rao Tularam Marg, Sector 12, R.K. Puram, New Delhi-110022	September 30, 2016	11.00 A.M	No special resolution was passed during the Meeting

Postal ballot

During the previous three years, the Company approached the shareholders through postal ballot. The details of the postal ballot for the last three years are as follows:

FIRST

Date of Postal Ballot Notice : December 7, 2016

Voting Period : December 20, 2016 to January 18, 2017

Date of Declaration of Result : January 20, 2017

Date of Approval : January 20, 2017

Name of the Resolution	Type of Resolution	No. of Votes Polled	Votes cast in favour		Votes cast against	
			No. of Votes	%	No. of Votes	%
Enhance the borrowing powers of the company	Special	224407312	218548503	97.39	5858809	2.61
Enhance the power of board to mortgage, hypothecate, pledge, creation of charge	Special	224407312	218548000	97.39	5859312	2.61

SECOND

Date of Postal Ballot Notice: May 27, 2016

Voting Period: June 18, 2016 to July 17, 2016

Date of Declaration of Result: July 19, 2016

Date of Approval: July 19, 2016

Name of the Resolution	Type of Resolution	No. of Votes Polled	Votes cast in favour		Votes cast against	
			No. of Votes	%	No. of Votes	%
Approval to revise the remuneration payable to Mr. Pradeep Kumar Jain, Chairman & Managing Director, DIN- 00086653	Ordinary	46149804	46149798	100	6	Negligible
Approval to revise the remuneration payable to Mr. Naveen Kumar Jain, Whole Time Director, DIN-00086841	Ordinary	46149804	46149628	100	176	Negligible
Approval to revise the remuneration payable to Mr. Chakresh Kumar Jain, Managing Director, DIN-00086768	Ordinary	46149804	46149628	100	176	Negligible
Approval to revise the remuneration payable to Mr. Yogesh Kumar Jain, Managing Director, DIN-00086811	Ordinary	46149804	46149628	100	176	Negligible

Name of the Resolution	Type of Resolution	No. of Votes Polled	Votes cast in favour		Votes cast against	
			No. of Votes	%	No. of Votes	%
Approval to revise the remuneration payable to Mr. Anil Kumar Rao, Whole Time Director, DIN-01224525	Ordinary	46149804	46149628	100	176	Negligible
Approval for Sub Division of 1 (Equity) Shares of Face Value of ₹ 10/- each into 5(five) Equity Shares of ₹ 2/- each	Ordinary	46149804	46149288	100	516	Negligible
Approval to amend the capital clause in the Memorandum of Association of the Company	Ordinary	46149804	46149288	100	516	Negligible
Approval for Special Incentive to Whole Time Director Mr. Anil Kumar Rao DIN- 01224525	Special	46128478	46128302	100	176	Negligible
Approval to change in utilization of IPO Proceeds	Special	45167541	45167400	100	141	Negligible

Mr. Deepak Gupta, Practicing Company Secretary was appointed as the Scrutinizer for carrying out the postal ballot process in fair and transparent manner.

Procedure for Postal Ballot

In compliance with Section 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting (e-voting) facility, in addition to physical ballot, to all its members. For this purpose, the Company has engaged the services of CDSL.

Postal Ballot notices and forms are dispatched, along with postage-prepaid business reply envelopes to registered members/beneficiaries. The same notice is sent by email to members who have opted for receiving communication through the electronic mode. The Company also publishes a notice in the newspaper declaring the details and requirements as mandated by the Act and applicable rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off-date. Members who want to exercise their votes by physical postal ballot are requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period. Those using the e-voting option are requested to vote before the close of business hours on the last date of e-voting.

The scrutinizer completes his scrutiny and submits his report to the Chairman, and the consolidated results of the voting are announced by the Chairman/ authorized officer. The results are also displayed on the Company website, www.pncinfratech.com, besides being communicated to the stock exchanges, depository and registrar and share transfer agent. The last date for receipt of postal ballot forms or e-voting shall be the date on which the

resolution would be deemed to have been passed, if approved by the requisite majority.

Means of Communication

In accordance with Regulation 46 of the SEBI Listing Regulations, the Company has maintained a functional website at www.pncinfratech.com containing information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, details of the policies approved by the Company, contact information of the designated official of the Company, who is responsible for assisting and handling investor grievances etc. The contents of the said website are updated from time to time.

The quarterly and annual results are published in Financial Express (English) and Jansatta (Hindi), which are national and local dailies respectively and also displayed on the Company's website for the benefit of the public at large.

Presentations made to institutional investors or to analysts, are also uploaded on the website of the Company.

Further, the Company disseminates to the Stock Exchanges (i.e. BSE and NSE), wherein its equity shares are listed, all mandatory information and price sensitive/ such other information, which in its opinion, are material and/or have a bearing on its performance/ operations and issues press releases, wherever necessary, for the information of the public at large.

For the benefit of the members, a separate email id has been created for member correspondence viz., complianceofficer@pncinfratech.com

V. General Shareholders Information

i)	Annual General Meeting:	
a.	Date	30th September, 2019
b.	Time	11:00 A.M.
c.	Venue	Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065

ii)	Financial year	1st April to 31st March
	During the financial year under review, the Board Meetings for approval of quarterly and annual financial results were held on the following dates:	
	1st Quarter Results	August 07, 2018
	2nd Quarter Results	November 14, 2018
	3rd Quarter Results	February 13, 2019
	4th Quarter & Annual Results	May 24, 2019
	The tentative dates of the Board Meetings for consideration of financial results for the year ending March 31, 2020 are as follows:	
	1st Quarter Results	August 14, 2019
	2nd Quarter Results	November 14, 2019
	3rd Quarter Results	February 14, 2020
	4th Quarter & Annual Results	End of May, 2020
iii)	Dividend payment date:	Within 30 days of the AGM to the Shareholders and to the Shareholders/Beneficial owners who hold shares, after giving effect the transfer request, at the close of business hours 23rd September, 2019.
iv)	Book Closure Date	24th September 2019 to 30th September 2019
v)	Listing on stock exchanges & payment of listing fees	1. National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai-400 051 2. BSE Limited Floor 25, P.J. Towers, Dalal Street, Mumbai-400 001 Your Company has paid the annual listing fee for the financial year 2018-19 to both the Exchanges
vi)	Stock Code	BSE 539150 NSE PNCINFRA
vii)	ISIN No. for NSDL / CDSL	ISIN-INE195J01029 (Old ISIN – INE195J01011) Your Company has paid the annual custodial fee for the financial year 2018-19 to NSDL and CDSL
viii)	Corporate Identification Number	L45201DL1999PLC195937
ix)	Share Transfer System	The Company has appointed Registrar and Shareholder Transfer Agents for all activities in relation to both physical and electronic share transfer facility.
x)	Registrar and Share Transfer Agents	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 Branch off: - 44 Community Centre, 2nd Floor, Naraina Industrial Area Phase- I, Near PVR Naraina, New Delhi-110028.
xi)	Electronic Clearing Service (ECS)	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 Branch off: - 44 Community Centre, 2nd Floor, Naraina Industrial Area Phase- I, Near PVR Naraina, New Delhi-110028.
xii)	Investor Complaints to be addressed to	Registrar and Share Transfer Agents or to the Company at the address mentioned below.

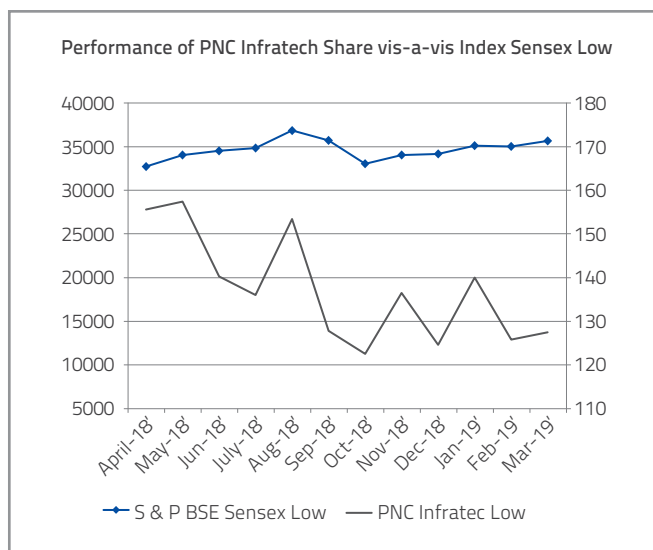
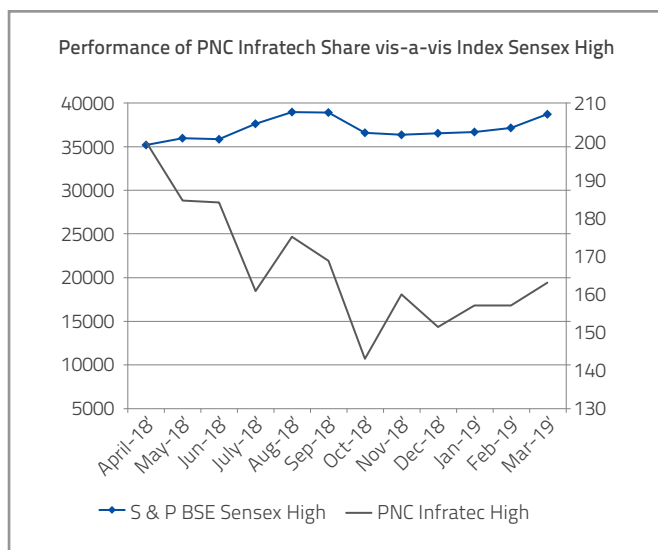
Suspension of Trading

No securities of the Company were suspended from trading on stock exchanges during the year under review.

Stock Market Price Data:

The details of monthly high and low price of the Equity Shares of the Company and its comparison to broad based indices BSE Sensex and NSE Nifty for the fiscal year 2018-19 are as follows:

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (No.)	High (₹)	Low (₹)	Volume (No.)
Apr-18	199.90	156.00	418318	187.40	157.00	4242817
May-18	184.50	157.85	1115260	184.50	157.30	9290664
Jun-18	184.00	140.55	395887	184.40	140.40	6510862
Jul-18	160.75	136.30	484428	160.95	137.00	4190092
Aug-18	175.00	153.80	414962	180.00	153.55	4886073
Sep-18	168.70	128.00	562971	168.45	131.00	5732968
Oct-18	143.00	122.70	243668	144.00	122.45	3910742
Nov-18	159.90	136.75	154972	159.50	136.20	2308469
Dec-18	151.35	124.80	219236	150.90	125.50	2725312
Jan-19	157.00	140.30	261567	157.45	139.60	1329730
Feb-19	157.00	126.00	189151	149.80	125.55	1969685
Mar-19	162.95	127.70	604833	163.55	127.25	7623998



Distribution of Shareholding as on March 31, 2019

Sr. No.	Category	No. of Shares	Total Shares(%)	No. of Shareholders	Total Shareholders(%)
1	1 to 500	2314232	0.9021	20465	87.5208
2	501 to 1000	1175627	0.4358	1495	6.3935
3	1001 to 2000	1013150	0.3949	665	2.8439
4	2001 to 3000	559924	0.2183	216	0.9237
5	3001 to 4000	341532	0.1331	97	0.4148
6	4001 to 5000	481417	0.1877	101	0.4319
7	5001 to 10000	1003928	0.3913	137	0.5859
8	10001 & above	249649355	97.3143	207	0.8853
	Total	256539165	100	23383	100

Pattern of Shareholding as on 31st March, 2019

Category	As on March 31, 2019		As on March 31, 2018	
	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
Promoter and Promoter Group and Directors and Relatives	143926000	56.09	143930500	56.10
Foreign Institutional Investors/FPIs -Corporation	17780375	6.93	14939524	5.82
Public Financial Institutions/State Financial Corporation/Insurance Companies	-	-	120559	0.06
Mutual Funds (Indian) and UTI	54663371	21.30	54817926	21.36
Nationalized and other Banks	107224	0.04	40718	0.01
NRI/OCBs	498102	0.19	419923	0.19
Public	39564093	15.42	42270015	16.46
TOTAL	256539165	100.00	256539165	100.00

Dematerialisation of shares and Liquidity

As on March 31, 2019, 25,65,39,160 equity shares representing 100% of the total equity share capital of the Company, were held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited. The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2019, is given below:

S. No.	Particulars	No. of Share	Percentage (%)
1	Held in dematerialised form with CDSL	5,39,88,108	21.04
2	Held in dematerialised form with NDSL	20,25,51,052	78.96
3	Physical	5	Negligible
	Total	25,65,39,165	100.00

The Promoters, Directors and Key Managerial Personnel(s) hold their entire equity shareholding in the Company in dematerialized form in accordance with provisions of the Depositories Act 1996 and regulations made there under.

The Company's equity shares are regularly traded on the NSE and BSE.

Address for Members' Correspondence;

Members are requested to correspond with the Registrars and Share Transfer Agents at the below given address on all matters relating to transfer/ dematerialisation of shares, payment of dividend and any other query relating to Equity Shares or Debentures of the Company.

(a) Registered Office:

Name of Co. PNC Infratech Limited
Address: NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector V, Saket, New Delhi-17
Tel. No. & Fax No. 011-29574800 & 011-29563844
Email:- complianceofficer@pncinfratech.com
Website: www.pncinfratech.com

(b) Corporate Office

Name of Co. PNC Infratech Limited
Address: PNC Tower, 3/22-D, Civil Lines, Bypass Road, NH-2, Agra-282002
Tel. No. & Fax No. 0562-4054400 & 0562-4070011
Email complianceofficer@pncinfratech.com
Website: www.pncinfratech.com

(c) Registrar & Share Transfer Agent

Link Intime India Private Limited
Address: 44 Community Centre, IInd Floor, Naraina Industrial Area Phase- I, Near PVR Naraina, New Delhi-110028
Tel. No. & Fax No. 011-41410592 & 011-41410591
Email: delhi@linkintime.co.in
Website: www.linkintime.co.in

Credit Rating

During the Financial Year 2018-19, there was no revision in credit ratings obtained by the Company. List of credit rating obtained by the company for its equity shares are given below:

Facilities	Amount (₹ Crore)	Rating	Rating Action
Long Term Bank facilities	1,700 (enhanced from 1,050)	CARE AA-; Stable (Double A Minus; Outlook: Stable)	Reaffirmed
Short Term Bank facilities	5,000 (enhanced from 3,350)	CARE A1+ (A One plus)	Reaffirmed
Total	6,700 (Rupees Six Thousand and Seven Hundred crore only)		

The Company has withdrawn the credit rating issued by CARE for its CPs, as there was no outstanding Commercial paper (CPs).

VI. Other Disclosures

a) Disclosures regarding the Board of Directors

As per the provisions of the Companies Act, 2013, Mr. Yogesh Kumar Jain (DIN: 00086811), Managing Director will retire at the ensuing AGM and being eligible, seeks re-appointment. The Board, based on its evaluation, has recommended his appointment. The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed under the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI Listing Regulations. Detailed profile of the Directors who are seeking re-appointment at the ensuing Annual General Meeting of the Company is given under the Explanatory Statement to the Notice which is forming part of the Annual Report of the Company.

b) Related Party Transactions

Details of materially significant related party transactions i.e. transactions of the Company of material in nature with its promoters, the Directors or the management, their subsidiaries or relatives, etc. are presented in the Note No. 42 to the Financial Statements. All details on the financial and commercial transactions, where Directors may have a potential interest, are provided to the Board. The interested Directors neither participate in the discussion, nor vote on such matters. During the financial year 2018-19, there were no material related party transactions entered by the Company that may have a potential conflict with the interests of the Company.

The Company has formulated a Policy on Related Party Transactions, which has been uploaded and can be viewed on the Company's website <https://www.pncinfratech.com/pdfs/policy-on-materiality-and-dealing-with-related-party-transactions-pnc-infratech-limited.pdf>

c) Disclosure of Pending Cases/Instances of Non-Compliance with respect to Capital Markets

The Company has complied with all the requirements of regulatory authorities with respect to capital markets. There were no instances of non-compliances by the Company and no penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

d) Vigil Mechanism / Whistle Blower Policy

The Company has established a mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or, violation of the code. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism, and allows direct access to the chairman of the audit committee in exceptional cases. During the year, the whistle Blower Policy was amended in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("the insider trading regulations"), enabling employees to report any violations under the insider trading regulations and leak of Unpublished Price Sensitive Information (UPSI).

This is also affirmed that no personnel have been denied access to the Audit Committee.

The Whistle Blower Policy is also displayed on the website of the Company and can be accessed at <https://www.pncinfratech.com/pdfs/vigil-mechanism-whistle-blower-policy-pnc-infratech-limited.pdf>.

e) Compliance with mandatory requirements

The Company has complied with all the mandatory requirements prescribed under the SEBI Listing Regulations

Non- mandatory requirements

The Company has adopted the following non-mandatory requirements on Corporate Governance:-

i. Board

Since your Company did not have a Non-Executive Chairman during the financial year 2018-19, hence, the requirement of maintaining a Chairman's Office was not applicable to the Company.

ii. Shareholder Rights

The quarterly and half-yearly financial performances are published in the newspaper and are also displayed on the website of the Company and hence, it is not being sent to the Shareholders. However the Company sends the financial statements along with Boards' Report and Auditor's Report to shareholders every year.

iii. Audit qualifications

There was no audit qualification on your Company's financial statements, during the year under review. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

iv. Separate Posts of Chairman and CEO

The Company has separate posts of Chairman and CEO / Managing Director.

v. Reporting of Internal Auditor

The Internal Auditors of the Company directly reports to the Audit Committee of the Company and makes presentation.

f) Link for policy on determining Material Subsidiaries

The Company has a Policy for determining material subsidiaries which is disclosed on website and can be accessed at <https://www.pncinfratech.com/pdfs/policy-for-determining-material-subsiidiaries-pnc-infratech-limited.pdf>.

g) Disclosure of Commodity price risks or Foreign Exchange Risk and hedging activities.

The Company is not dealing in commodities and Foreign Exchange and hence disclosure relating to commodity price risks and commodity hedging activities is not required in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/000000141 dated November 15, 2018.

- h) The Company has not raised fund through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). Hence there are no details to disclose.
- i) **Practicing Company Secretary Certification**
Suchitta Koley of DR Associates, Practicing Companies Secretaries has issued certificate as required under SEBI Listing Regulations, confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this section as **Annexure A**.
- j) The board has accepted all the recommendation of committees of the board which is mandatorily required, during the financial year; there is no such case whether mandatory or recommendatory.
- k) **Fees paid to Statutory Auditor**
Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, are as follows:
- Details relating to fees paid to the statutory auditors are given in Note 34 to the Standalone Financial Statements and note 37 to the Consolidated Financial Statements.
- l) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**
The Company has framed the policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matter connected therewith or incidental thereto covering all the aspects as contained under 'The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act [‘the Act’]. The Company has constituted Internal Complaints Committee under the Act. During the period under review, no complaint was received.
- | | | |
|----|--|-----|
| a. | Number of complaints filed during the financial year | Nil |
| b. | Number of complaints disposed of during the financial year | Nil |
| c. | Number of complaints pending as on end of the financial year | Nil |
- m) **Accounting treatment in preparation of financial statements**
The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and in conformity, in all material respects, with the Indian Accounting Standards (Ind AS) and generally accepted accounting principles in India. The estimates/judgments made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
- n) **Risk Management**
The Company has well-defined Risk Management Policy, duly approved by the Board, which are periodically reviewed to ensure that the executive management controls risk by means of a properly defined framework.
Under this framework, risks are identified across all business processes of the Company on a continuous basis. Once identified, these risks are systematically categorized as strategic risks, business risks or reporting risks. Based on this framework, the Company has set in place various procedures for Risk Management.
- o) **Code of Conduct**
In compliance with the Listing Regulations and the Companies Act, 2013, the Board of Directors has laid down Code of Conduct, which is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the Company in an ethical manner. The purpose of this code is to recognize and deal with ethical issues and to provide mechanisms to report unethical conduct of Employees, Board of Directors. This Code has been displayed on the Company's website– <https://www.pncinfratech.com/pdfs/code-of-conduct-pnc-infratech-limited.pdf>
All the Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct as applicable to them, for the year ended March 31, 2019. A declaration to this effect signed by Managing Director is annexed to this Report as Annexure B.
- p) **Code for Prevention of Insider Trading Practices**
During the year, the Company has amended the Insider Trading Policy in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. This policy includes policy and procedures for enquiry in case of leak in Unpublished Price Sensitive Information (UPSI) or suspected leak of UPSI. This code is displayed on the Company's website viz www.pncinfratech.com. The Company has automated the declarations and disclosures to maintain Digital database of Designated Person and their immediate relative and the Board reviews the policy on need basis. The Company Secretary is the compliance Officer for monitoring adherence to the said PIT Regulations.
- q) **Details of non-compliance, if any**
There is no Non-Compliance of any requirement of Corporate Governance Report of sub para (2) to (10) of the Part C of Schedule V of the SEBI Listing Regulations.
- r) **Certificate on Corporate Governance from Practising Company Secretary**
The Company has obtained a Certificate from its Secretarial Auditors regarding compliance of the conditions of Corporate governance, as stipulated in Regulation 34(3) and PART E of

Schedule V of SEBI Listing Regulations, which together with this Report on Corporate Governance is annexed to the this section as **Annexure C**. and shall be sent to all the members of the Company and the Stock Exchanges along with the Annual Report of the Company.

s) Compliance with Regulation 39(4) read with Schedule V and VI of SEBI Listing Regulations – Uniform procedure for dealing with unclaimed shares:

As on March 31, 2019, there was no unclaimed share and thereby, the detail pertaining to demat suspense account / unclaimed shares shall not be disclosed.

t) Disclosure under Regulation 30 and 46 of SEBI Listing Regulations regarding certain agreements with the media companies:

Pursuant to the requirement of Regulation 30 of the SEBI Listing Regulations, the Company would like to inform that no agreement(s) have been entered with media companies and/ or their associates which has resulted/ will result in any kind of shareholding in the Company and consequently any other related disclosures viz., details of nominee(s) of the media companies on the Board of the Company, any management control or potential conflict of interest arising out of such agreements, etc. are not applicable.

The Company has not entered into any other back to back treaties/ contracts/agreements/ MoUs or similar instruments with media companies and/or their associates.

u) CEO/ CFO certification

Certificate from Mr. Chakresh Kumar Jain, Managing Director & Chief Financial Officer of the Company, in terms of Reg. 17(8) of the SEBI Listing Regulations, for the year under review, was placed before the Board of Directors of the Company in their meeting held on May 24, 2019. The certificate is enclosed with this section as **Annexure D**.

VII. INVESTOR SAFEGUARDS AND OTHER INFORMATION:

▪ **Dematerialisation of shares**

Members are requested to convert their physical holdings to demat/electronic form through any of the registered Depository Participants (DPs) to avoid the hassles involved in dealing in physical shares such as possibility of loss, mutilation, etc. and also to ensure safe and speedy transaction in respect of the shares held.

▪ **Revalidation of Dividend DD/Warrant**

In respect of members who have either not opted for NECS/ ECS mandate or do not have such a facility with their bankers and who have not encashed earlier dividends paid by the Company, are requested to write to the Company's Share Transfer Agents for revalidation of expired dividend warrants and failing their encashment for a period of seven years, they stand to lose the right to claim such dividend owing to transfer of unclaimed dividends beyond seven years to Investor Education and Protection Fund.

▪ **Transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF)**

Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting Audit, Transfer and Refund) Rules, 2016 mandates that companies transfer dividend that has remained unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Further, the Rules mandate the transfer of shares with respect to the dividend, which has not been paid or claimed for seven consecutive years or more to IEPF. Accordingly, the dividend for the years mentioned as follows will be transferred to the IEPF on the respective dates if the dividend remains unclaimed for seven years, and the corresponding shares will also be transferred to IEPF if dividend is unclaimed for seven consecutive years.

Year	Type of Dividend	Dividend Per Share (₹)	Date of Declaration	Due Date for Transfer	Amount (₹)
2014-15	Final	1.50	September 28, 2015	October 27, 2022	1269.00
2015-16	Final	0.50	September 30, 2016	October 27, 2023	5230.50
2016-17	Final	0.50	September 29, 2017	October 27, 2024	9349.00
2017-18	Final	0.50	September 29, 2018	October 27, 2025	17200.00

▪ **Update Address/E-mail Address/Bank details**

To receive all communications/corporate actions promptly, members holding shares in dematerialised form are requested to please update their address/email address/bank details with the respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar & Share Transfer Agents.

▪ **Electronic service of documents to members at the Registered Email Address**

SEBI, through its Circular No. CIR/MRD/DP/10/2013, dated March 21, 2013, has mandated the Companies to use Reserve Bank of India(RBI) approve electronic payment modes, such

as ECS[LECS(Local ECS)/RECS (Regional ECS) / NECS (National ECS)], NEFT and other to pay members in cash.

Recognizing the spirit of the circular issued by the SEBI, Members whose shareholding is in the electronic mode are requested to promptly update change in bank details with the Depository through your Depository Participant for receiving dividends through electronic payment modes.

Members who hold shares in physical form are requested to promptly update change in bank details with the Company/ Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd. (Unit: PNC Infratech Limited) for receiving dividends through electronic payment modes.

Green Initiative

Your Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos.17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011, respectively, has allowed Companies to send official documents to their shareholders electronically as a part of its green initiatives in corporate governance.

Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send documents like the Notice convening the general meeting, Financial Statements, Boards' Report, Auditor's Report and others to the email address provided by you with the relevant depositories.

- **E-Voting facility to members**

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard-2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Link Intime India Private Limited (LI IPL).

- **Consolidate multiple folios [in respect of physical shareholding]**

Members are requested to consolidate their shareholdings under multiple folios to eliminate the receipt of multiple

communications and this would ensure that future correspondence/ corporate benefits could then be sent to the consolidated folio.

- **Register Nomination(s)**

Members holding shares in physical form, are requested to register the name of their nominee(s), who shall succeed the member as the beneficiary of their shares and in order to avail this nomination facility, they may obtain/submit the prescribed form from the Registrars & Share Transfer Agents. Members holding shares in dematerialized form are requested to register their nominations directly with their respective DPs.

- **Dealing of Securities with SEBI registered intermediaries**

In respect of dealings in securities, members must ensure that they deal only with SEBI registered intermediaries and must obtain a valid contract note/ confirmation memo from the broker/sub-broker within 24 hours of execution of the trade(s) and it should be ensured that the contract note/ confirmation memo contains details about order no., trade no., trade time, quantity, price and brokerage.

For and on behalf of the Board of Directors

Place: Agra
Date: May 24, 2019

Pradeep Kumar Jain
Chairman and Managing Director
DIN: 00086653

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Members of
PNC Infratech Limited
NBCC Plaza, Tower II, 4th Floor,
PushpVihar, Sector 5, New Delhi - 110017

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of PNC Infratech Limited having CIN L45201DL1999PLC195937 and having registered office at NBCC Plaza, Tower II, 4th Floor, PushpVihar, Sector 5, New Delhi - 110017 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For DR Associates
Company Secretaries

Suchitta Koley
Partner
CP No.: 714

Place: New Delhi
Date: May 24, 2019

Annexure B

DECLARATION BY THE MANAGING DIRECTOR REGULATION 34(3) READ WITH PART D OF SCHEDULE V OF THE SEBI LISTING REGULATIONS

To

The Members of
PNC Infratech Limited,
CIN-L45201DL1999PLC195937
NBCC Plaza, Tower-II, 4th Floor,
Pushp Vihar, Sector-V, Saket,
New Delhi – 110017

This is to declare that, in line with the requirement of Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, all the Directors of the Board and Senior Management Personnel have solemnly affirmed that to the best of their knowledge and belief, they have complied with the provisions of the Code of Conduct during the financial year 2018-19.

For PNC Infratech Limited

Place: Agra
Date: 24.05.2019

[Chakresh Kumar Jain]
Managing Director & CFO
DIN: 00086768

Annexure C

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of PNC Infratech Limited
New Delhi

We have examined the compliance of conditions of Corporate Governance by PNC Infratech Limited ('the Company'), for the financial year ended 31st March 2019, as stipulated in Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to examine the procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For DR Associates
Company Secretaries

Place: New Delhi
Date: May 24, 2019

Suchitta Koley
Partner
CP No.: 714

To,

The Board of Directors
PNC Infratech Limited,
NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar,
Sector-V, Saket, New Delhi – 110017

Re: Certification by Managing Director/Chief Financial Officer for financial year 2018-19 under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Chakresh Kumar Jain, Managing Director and Chief Financial Officer of PNC Infratech Limited to the best of our knowledge and belief, certify that:

- A) I have reviewed the financial statements and the Cash Flow Statement for the year and that to the best our knowledge and belief;
- (I) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (II) These statements together present a true and fair view of the Company's affairs, and are in compliance with existing accounting standards, applicable laws and regulations.
- B) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- C) I accept responsibility for establishing and maintaining internal controls for financial reporting for the Company and have:
- (I) Evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting;
 - (II) Disclosed to the Auditors and the Audit Committee of the Board, deficiencies in the design or operation of internal control, if any of which we are aware; and
 - (III) Taken necessary steps/proposed necessary steps to rectify these deficiencies.
- D) We have indicated to the Auditors and the Audit Committee of the Board that there have been:
- (I) No significant changes in internal control over the financial reporting during the year;
 - (II) No Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - (III) No instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

(Chakresh Kumar Jain)

Managing Director & Chief Financial Officer
DIN - 00086768

INDEPENDENT AUDITORS' REPORT

To the Members of PNC INFRA TECH LIMITED

Report on the Audit of standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of PNC INFRA TECH LIMITED ("the Company"), which comprise the Balance Sheet as at 31 March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the standalone financial position of the Company as at 31st March, 2019 and its standalone financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statement of the current period. These matters were addressed in the context of our audit of the standalone financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Valuation of investment, unsecured loans and trade receivable with the associate company.

S.No	Description of Key audit Matter	Description of Auditor's Response
1	Toll collection of the associate company is lower than the projections and there is a stress of repayment of principal to the lenders of the company. Amount involve in the form of investment, unsecured loan and trade receivable to be impaired. However, the company has entered into Share Purchase Agreement on 4th May 2019 with Cube Highways and Infrastructure Pte Ltd.	<p>We have performed the following procedures for verifying the stake of company in the form of valuation of investment, unsecured loans and trade receivables.</p> <p>The Company has entered into a Share Purchase Agreement (SPA) dated 4th May 2019 with a Purchaser inter alia, with Cube Highways and Infrastructure Pte Ltd. for sale of its entire stake i.e. 29324000 Equity shares, representing (15.12%) of the total shareholding in Ghaziabad Aligarh Expressway Highways Private Limited (GAEPL), "associate" of the company, we have obtained the agreement</p> <p>The company may recover amount of stake in forms of equity, unsecured loans and trade receivables and may not require impairment.</p>

Information Other than the standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report including annexures to Director's Report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent

with the separate standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. Based on the records, information and explanation provided, we have nothing to report in this regard.

Management's Responsibility for the standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgement and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS standalone financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Auditor's Responsibilities for the Audit of the standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

A further description of our responsibilities for the audit of the standalone financial statements is included in "Annexure – A" of this auditor's report.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143 of the Act, we give in the Annexure-"B" statement on the matters specified in paragraphs 3 and 4 of the Order;
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and

explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss, Statement of Change in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid Ind AS standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued there under;
- e. On the basis of written representations received from the directors as on 31 March 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure – C".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with schedule V of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigation on its financial position in its standalone financial statements- Refer Note no. 37 to the standalone financial statements;
 - ii) There are no any material foreseeable losses, on long term contracts including derivative contract required under the applicable law or Indian accounting standards;
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S.S. Kothari Mehta & Co.**
(Chartered Accountants)
Firm Registration no. 000756N

(**Neeraj Bansal**)
Partner

Place: Agra
Date: May 24, 2019

Membership No. : 095960

ANNEXURE 'A' TO THE AUDIT REPORT TO THE PNC INFRATECH LIMITED

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonable knowledgeable user of the standalone financial statements may be influenced. We consider quantitative and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

ANNEXURE – “B” TO THE INDEPENDENT AUDITOR’S REPORT TO THE PNC INFRATECH LIMITED

Referred to in paragraph 1 of report on other legal and regulatory requirement’s paragraph of our report on the standalone financial statement of even date,

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets are physically verified by the management in a phased manner over a period of three years, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to information and explanation given to us, the discrepancies noticed on current phase of physical verification were not material
- (c) Based on the available records as certified by the management, the title deed of immovable property is held in the name of the company.
- (ii) (a) The inventories of the Company have been physically verified by the management during the year.
- (b) In our opinion and according to the information & explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size and nature of the business of the Company.
- (c) In our opinion and according to the information & explanations given to us, the Company is maintaining proper records of inventory. During the year, the physical verification was conducted at various sites and no material discrepancies have been noticed. The process of recording of physical verification needs to be further strengthened considering the expansion and nature & cycle of various projects.
- (iii) (a) As informed to us, the Company has granted unsecured loans to its 10 subsidiaries & Interest free unsecured loan to an associate and, covered in the register maintained under section 189 of the Companies Act, 2013, the balance outstanding ₹ 36548.29 Lakhs (including interest)
- (b) The tenure of agreement period of repayment are six months from the date of disbursement or receipt of grant/ annuity, the receipt of principle amount as explained it will be recovered once the payment received by borrower from respective authority and in respect of interest free loan, it will be converted into share warrant/optionally convertible debenture.
- (c) There is overdue interest of ₹ 1673.20 Lakhs. As explained the company is pursuing for its recovery.
- (iv) The loans, investments, guarantees and pledge of securities given to/for subsidiaries/associates are in compliance of section 185 and 186 of the Companies Act, 2013 as these are covered under exceptions as provided in section 185 and 186 of the Act, and are within the prescribed limits.
- (v) The Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- (vi) We have broadly reviewed the books of account relating to materials, Labour and other items of cost maintained by the Company as specified by the Central Government of India under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not made a detailed examination of the records with a view to determine whether they are accurate and complete.
- (vii) (a) According to the information and explanations given to us and the records of The Company examined by us, in our opinion, the Company is generally regular and is in process of aligning with changing regulations, in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees’ State Insurance, Income-Tax, Sales Tax/VAT/Work Contract Tax, Service Tax, Customs Duty, Excise Duty, Cess, Goods & Service Tax and other material statutory dues, as applicable, with the appropriate authorities .
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of Income-Tax, Sales-Tax, Service Tax, Customs Duty, Excise Duty, Value added tax, Goods & Service Tax and Cess as at March 31, 2019 which have not been deposited on account of disputes, are as follows: -

Name of the Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending	Demand Amount (₹ in Lakhs)	Amount Deposited (₹ in Lakhs)
UP Entry Tax Act, 2007	UP Entry Tax	2015-16	Commercial Tax Tribunal, Agra	496.67	-
		2013-14	Commercial Tax Tribunal, Agra	45.39	-
		2014-15	Commercial Tax Tribunal, Agra	50.73	-
UP VAT Act, 2007	VAT	2006-07	TDS certificate to be get verified	38.1	-
		2010-11	Commercial Tax Tribunal, Agra	78.47	-
		2013-14	Additional Commissioner, Grade II, Agra	3276.77	-
		2014-15	Additional Commissioner, Grade II, Agra	4767.71	-
		2015-16	Additional Commissioner, Grade II, Agra	1276.93	-

Name of the Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending	Demand Amount (₹ in Lakhs)	Amount Deposited (₹ in Lakhs)
Uttarakhand VAT Act, 2005	VAT	2005-12	Joint Commissioner, Haldwani	211.04	-
		2013-14	Joint Commissioner, Haldwani	87.74	-
		2014-15	Joint Commissioner, Haldwani	76.35	-
Haryana VAT Act, 2003	VAT	2010-12	Taxation Tribunal, Chandigarh	34.75	-
		2010-12	Dy. Excise and Taxation Officer, Karnal	22.2	-
Central Excise & Service Tax Act, 1994	Service Tax	2003-19	CESTAT Dohara	185.63	-
Central Excise & Service Tax Act, 1994	Service Tax	2005-19	CESTAT Kanpur	386.93	-
Income Tax Act'1961	Income Tax	20010-11	Allahabad High Court	645.81	-
Labour Welfare Act'1953	Labour Cess	2010	Hon'ble MP High Court	268.25	-

- (viii) According to the records of the Company examined by us and the information and explanations given to us, in our opinion, the Company has not defaulted in repayment of its dues to Banks/Financial Institution.
- (ix) As per the information and explanation given to us and on the basis of our examination of the records, during the year, the company has not raised any money by way of Initial Public Offer or Further Public Offer. The term loan amounts have been applied for which they have been obtained. (Refer note no.19 to the standalone financial statements)
- (x) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the year, nor have we been informed of such case by the management.
- (xi) As per the information and explanation given to us and on the basis of our examination of the records, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The company is not Nidhi Company therefore this clause is not applicable to the company.
- (xiii) As per the information and explanation given to us and on the basis of our examination of the records, the company has transacted with the related parties which are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the standalone financial statements refer note no. 42 to the standalone financial statements.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) As per the information and explanations given to us and on the basis of our examination of the records, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, this clause is not applicable to the company.

For **S.S. Kothari Mehta & Co.**
(Chartered Accountants)
Firm Registration no. 000756N

(Neeraj Bansal)

Partner

Membership No. : 095960

Place: Agra
Date: May 24, 2019

ANNEXURE - C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF PNC INFRATECH LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of PNC INFRATECH LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We have conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over

financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate

because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion based on records, the Company has in all respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were generally operating effectively as at March 31, 2019, based on "the internal control over financial reporting system & procedures", criteria established by the Company considering the essential

components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India"

For **S.S. Kothari Mehta & Co.**
(Chartered Accountants)
Firm Registration no. 000756N

(Neeraj Bansal)

Place: Agra
Date: May 24, 2019

Partner
Membership No. : 095960

STATEMENT OF BALANCE SHEET

AS AT MARCH 31, 2019

(₹ In lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
(1) Non - current assets			
(a) Property, plant and equipment	4	61,350.93	40,481.05
(b) Capital work - in - progress	5	620.51	1,113.64
(c) Intangible Asset	6	197.91	160.28
(d) Financial assets			
(i) Investments	7	57,302.85	49,478.85
(ii) Other Financial Assets	8	20,083.94	16,766.93
(e) Deferred Tax Assets	9	16,733.68	16,365.51
(f) Other non - current assets	10	17,655.09	13,702.71
Sub Total (Non Current Assets)		173,944.91	138,068.97
(2) Current assets			
(a) Inventories	11	40,355.08	17,575.06
(b) Financial assets			
(i) Trade receivables	12	61,543.47	68,999.08
(ii) Cash and cash equivalents	13 (i)	25,186.61	10,611.32
(iii) Bank Balances other than (ii) Above	13 (ii)	5,755.53	4,117.72
(iv) Short Term Loans	14	36,548.29	17,239.01
(v) Other Financial Assets	15	9,448.73	7,269.32
(c) Other current assets	16	18,773.76	14,763.41
Sub Total (Current Assets)		197,611.47	140,574.92
Total Assets		371,556.38	278,643.89
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	17	5,130.78	5,130.78
(b) Other equity	18	206,389.03	175,538.99
Sub Total (Equity)		211,519.81	180,669.77
LIABILITIES			
(1) Non - current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	28,368.45	12,855.40
(ii) Other financial liabilities excl. provisions	20	11,141.06	10,725.88
(b) Provisions	21	884.20	470.35
(c) Other non - current liabilities	22	25,886.13	5,792.02
Sub Total (Non Current Liability)		66,279.84	29,843.65
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	23	-	-
(ii) Trade payables			
Outstanding dues to micro and small enterprises	24	375.49	-
Outstanding dues other than micro and small enterprises		46,998.88	46,284.49
(iii) Other financial liabilities excl. provisions	25	28,768.12	14,049.06
(b) Other current liabilities	26	17,329.50	6,511.47
(c) Provisions	27	284.74	1,285.45
Sub Total (Current Liability)		93,756.73	68,130.47
Total Equity & Liabilities		371,556.38	278,643.89

The accompanying notes form an integral part of the financial statements

As per our report of even date attached.

For S.S.Kothari Metha & Co.
Chartered Accountants
Firm Registration No. 000756N

Neeraj Bansal
Partner
Membership No. 95960

Tapan Jain
Company Secretary
M. No. A22603

On behalf of the Board of Directors

Pradeep Kumar Jain
Chairman and Managing Director
DIN 00086653

Place: Agra
Date: May 24, 2019

Chakresh Kumar Jain
Managing Director and Chief Financial Officer
DIN 00086768

STATEMENT OF PROFIT & LOSS

FOR THE YEAR ENDED MARCH 31, 2019

(₹ In lakhs)

Particulars	Note No.	Year Ended March 31, 2019	Year Ended March 31, 2018
I Revenue from Operations	28	309,687.31	185,658.09
II Other income	29	4,303.79	2,302.11
III Total Income (I+II)		313,991.10	187,960.20
IV Expenses :			
Cost of materials consumed	30	145,931.91	85,037.30
Employee benefit expense	31	19,232.90	12,397.42
Finance Cost	32	6,409.41	3,072.08
Depreciation and amortization expenses	33	9,224.33	7,720.39
Other Expenses	34	98,788.29	56,340.33
Total Expenses (IV)		279,586.84	164,567.52
V Profit/(Loss) before tax (III-IV)		34,404.26	23,392.68
VI Tax expense :			
Current tax	35	8,287.77	3,230.41
Taxes for earlier years		(6,578.13)	(4,984.95)
Deferred tax		203.40	43.12
VII Profit & (Loss) for the period (V-VI)		32,491.22	25,104.10
VIII Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
- Actuarial Gain and losses on defined benefit plans		(145.67)	(62.09)
(ii) Income tax relating to items that will not be reclassified to profit or Loss		50.90	21.10
IX Total Comprehensive Income for the period (VII + VIII)		32,396.45	25,063.11
Earning per equity share of ₹ 2/- each			
Basic & Diluted	36	12.67	9.79

The accompanying notes form an integral part of the financial statements

As per our report of even date attached.

For **S.S.Kothari Metha & Co.**
Chartered Accountants
Firm Registration No. 000756N

Neeraj Bansal
Partner
Membership No. 95960

Tapan Jain
Company Secretary
M. No. A22603

On behalf of the Board of Directors

Pradeep Kumar Jain
Chairman and Managing Director
DIN 00086653

Chakresh Kumar Jain
Managing Director and Chief Financial Officer
DIN 00086768

Place: Agra
Date: May 24, 2019

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED AS ON MARCH 31, 2019

(₹ In lakhs)

Particulars	Year Ended March 31,2018	Year Ended March 31,2017
A. Net Profit/(Loss) before tax	34,404.26	23,392.68
Adjustment for:		
Finance Cost	6,264.21	3,014.79
Loss/(Profit) on Sale of Fixed Assets (Net)	(1,264.57)	(38.92)
Interest Income	(2,351.47)	(1,435.19)
Provision for Gratuity & Leave Enchisement	505.55	255.98
Impairment Allowance (Allowance for doubtful advances)	332.50	-
Depreciation and Amortization Expenses	9,224.33	7,720.39
Operating Profit/(Loss) before working capital changes	47,114.81	32,909.74
Adjustment for Changes in Working Capital		
(Increase)/Decrease in Inventories	(22,780.02)	(2,227.19)
Increase/(Decrease) in Trade Payable	1,089.88	22,594.56
Increase/(Decrease) in Other Current Liabilities	20,547.64	(4,360.29)
Increase/(Decrease) in Non -Current Liabilities	20,509.28	117.85
Increase/(Decrease) in Provisions	(1,238.09)	(973.90)
(Increase)/Decrease in Trade Receivable	7,455.61	(5,912.86)
(Increase)/Decrease in Non Current Assets	(8,200.20)	(4,350.62)
(Increase)/Decrease in Current Assets	(25,790.45)	(7,404.90)
Cash Generated from/(used) from operating activities	38,708.44	30,392.40
Direct Taxes Paid	(1,709.64)	1,754.54
Cash (used in)/from operating activities before extraordinary Items	36,998.80	32,146.94
Preliminary Exp.		
Cash Generated from/(used) from operating activities (A)	36,998.80	32,146.94
B. Cash Flow from Investing Activities		
Purchase of Property, Plant & Equipment, CWIP & Intangible Assets (Refer Note No. 4,5 & 6)	(29,346.18)	(13,326.31)
Sale of Property, Plant & Equipment (Refer Note No. 4 & 29)	1,382.18	150.18
Purchase of Investments	(7,824.00)	(2,721.50)
Investment in term deposit & others bank balance	(1,637.81)	(1,011.26)
Interest Income	2,310.37	1,435.19
Net Cash (used in)/from Investing Activities (B)	(35,115.43)	(15,473.71)
C. Cash Flow from Financing Activities		
Proceeds from Long term Borrowings	26,220.05	9,271.92
Repayment of Long term Borrowings	(5,717.50)	(2,179.20)
Proceeds/Repayment of Working Capital Borrowings from Banks	-	(8,972.12)
Dividend Paid	(1,282.70)	(1,282.70)
Corporate Dividend Tax	(263.72)	(327.88)
Interest	(6,264.21)	(3,014.79)
Net Cash (used in)/from Financing Activities (C)	12,691.92	(6,504.77)
Net Cash Increase in cash & Cash equivalents (A+B+C)	14,575.29	10,168.46
Cash & Cash equivalents in beginning	10,611.32	442.86
Cash & Cash equivalents as at the end	25,186.61	10,611.32

The accompanying notes form an integral part of the financial statements

As per our report of even date attached.

For S.S.Kothari Metha & Co.
Chartered Accountants
Firm Registration No. 000756N

Neeraj Bansal
Partner
Membership No. 95960

Tapan Jain
Company Secretary
M. No. A22603

On behalf of the Board of Directors

Pradeep Kumar Jain
Chairman and Managing Director
DIN 00086653

Chakresh Kumar Jain
Managing Director and Chief Financial Officer
DIN 00086768

Place: Agra
Date: May 24, 2019

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED AS ON MARCH 31, 2019

A. Equity Share Capital		(₹ In lakhs)
As at April 1, 2017	Changes during the year	As at March 31, 2018
5,130.78	-	* 5,130.78

A. Equity Share Capital		(₹ In lakhs)
As at April 1, 2018	Changes during the year	As at March 31, 2019
5,130.78	-	* 5,130.78

B. Other Equity Particulars	Reserves & Surplus			(₹ In lakhs) Total
	Securities Premium	General Reserve	Retained Earnings	
Balance as at April 1, 2017	59,009.66	128.96	92,947.84	152,086.46
Profit for the year	-	-	25,104.10	25,104.10
Other Comprehensive Income	-	-	(40.99)	(40.99)
Total comprehensive income for the year	-	-	25,063.11	25,063.11
Transaction with owners in the capacity of owners				
Dividend	-	-	1,282.70	1,282.70
Corporate Dividend Tax	-	-	327.88	327.88
Balance as at March 31, 2018**	59,009.66	128.96	116,400.37	175,538.99

Particulars	Reserves & Surplus			(₹ In lakhs) Total
	Securities Premium	General Reserve	Retained Earnings	
Balance as at April 1, 2018	59,009.66	128.96	116,400.37	175,538.99
Profit for the year	-	-	32,491.22	32,491.22
Other Comprehensive Income	-	-	(94.77)	(94.77)
Total comprehensive income for the year	-	-	32,396.45	32,396.45
Transaction with owners in the capacity of owners				
Dividend	-	-	1,282.70	1,282.70
Corporate Dividend Tax	-	-	263.72	263.72
Balance as at March 31, 2019**	59,009.66	128.96	147,250.41	206,389.03

The accompanying notes form an integral part of the financial statements

*For Detail refer Note No. 17

**For Detail refer Note No. 18

Nature and purposes of Reserves

Securities Premium

Securities Premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

General Reserve

This represents appropriation of profit by the company.

Retained Earnings

This comprise company's undistributed profit after taxes.

As per our report of even date attached.

For S.S.Kothari Metha & Co.
Chartered Accountants
Firm Registration No. 000756N

Neeraj Bansal
Partner
Membership No. 95960

Tapan Jain
Company Secretary
M. No. A22603

On behalf of the Board of Directors

Pradeep Kumar Jain
Chairman and Managing Director
DIN 00086653

Chakresh Kumar Jain
Managing Director and Chief Financial Officer
DIN 00086768

Place: Agra
Date: May 24, 2019

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

1. Company Overview:

PNC Infratech Limited was incorporated on 9th August 1999 as PNC Construction Company Private Limited. The Company was converted into a limited company in 2001 and was renamed PNC Infratech limited in 2007. The Company is listed with National Stock Exchange and Bombay Stock Exchange.

The Company is engaged in India's infrastructure development through the construction of highways including BOT (built, operate and transfer projects), HAM (Hybrid Annuity Model), Airport Runways, Bridges, Flyovers and Power Transmission projects, among others.

In case of BOT and HAM, the company bid as a sponsor either alone or in the joint venture with other venturer and once the project is awarded then it is executed by incorporating a company (special purpose vehicle).

The Company's registered office is located in New Delhi, corporate office in Agra and operations are spread across Haryana, Karnataka, Madhya Pradesh, Maharashtra, Punjab, Rajasthan, Tamil Nadu, Uttar Pradesh, Uttarakhand, Assam, West Bengal and Bihar among others.

The Company is ISO 9001:2008-certified, awarded 'SS' (Super Special) class from the Military Engineering Services as well as appreciation from NHAI and the Military Engineer Services, Ministry of Defence.

The Standalone financial statements were authorised for issue in accordance with the resolution of the directors on 24th May 2019.

2. Summary of Significant Accounting Policies

2.1. Basis of Preparation

The Standalone financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company, with effect from 1 April 2016, has adopted Indian Accounting Standards (the 'Ind AS') notified under the Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) (Amended) Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Standalone financial statements are presented in Indian rupees ('INR₹') and all values are rounded to the nearest lakhs and two decimals thereof, except if otherwise stated.

These Standalone financial statements have been prepared under the historical cost convention on the accrual basis, except for certain financial instruments & provisions which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.2. Use of Estimates

The preparation of Standalone financial statements in conformity with Indian Accounting Standards (Ind AS) requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities at the date of Standalone financial statements and results of operations during the reporting period. The Management believes that the estimates used in preparation of Standalone financial statements are prudent and reasonable. Differences between actual results and estimates are recognized in the year in which the results are shown/materialized.

2.3. Current versus non-current classification

The company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

equivalents. The company has identified twelve months as its operating cycle.

2.4. Property Plant & Equipment

The Company has elected to continue with the carrying value of all its property, plant and equipment as recognized in the financial statement at the date of transition i.e. at 1st April, 2015, measured as per the previous GAAP and used that as its deemed cost as at the transition date.

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Cost includes cost of acquisitions or construction including incidental expenses thereto and other attributable cost of bringing the assets to its working condition for the intended use and is net of recoverable duty/tax credits.

2.5. Intangible Asset

The company recognises the intangible asset according to Ind AS-38 which are stated at cost of acquisition net of accumulated amortization and impairment losses, if any.

In accordance with Ind AS 38, Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Other intangible assets are amortised on straight line basis over the period in which it is expected to be available for use by the company.

2.6. Intangible Asset under development

Expenditure related to and incurred during development of Assets are included under "Intangible assets under development". The same will be transferred to the respective assets on its completion.

2.7. Capital Work in progress

Capital work in progress comprises of expenditure, direct or indirect incurred on assets which are yet to be brought into working condition for its intended use.

2.8. Depreciation and Amortization

Depreciation on Fixed Assets is provided on straight line method (other than specified Plant & Machinery which are depreciated on written down value basis) based on useful life stated in schedule II to the Companies Act 2013, and is on pro-rata basis for addition and deletions. The useful life is reviewed at least at the end of each financial year. In case of Plant & Machinery as per technical estimate (excluding Cranes & Earth Moving equipment), the useful life is more than as stated in schedule II. The estimated useful life of Property, Plant & Equipment and Intangible assets as mentioned below:

Particulars	Useful life (Yrs)
Buildings	30
Plant & Machinery	
-Earth Moving Equipment	15
-Piling Equipment	15
-Others	15
Office Equipment	05
Furniture & Fixtures	10
Vehicles	
-Two Wheelers	10
-Four Wheelers	08
Computers	03
Temporary Construction	03
Computer Software	06

2.9. Cash & Cash Equivalent

Cash & cash equivalents comprise of cash at bank and cash-in-hand. The Company consider all highly liquid investments which are subject to an insignificant risk of change in value with an original maturity of three months or less from date of purchase to be cash equivalent.

2.10. Revenue recognition

The Company recognised revenue when the company satisfies a performance obligation by transferring a promised good or service (i.e., assets) to a customer. An asset is transferred when the customer obtain control of that assets and it is probable that the company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

Construction Contract: Contract revenue is recognized under percentage of completion method. The Stage of Completion is determined on the basis of physical completion of work as acknowledged by the client.

Revenue related Claims/Bonus are accounted in the year in which awarded/settled or accepted by customer or there is a tangible evidence of acceptance received.

Other sales are accounted on dispatch of material and exclude applicable tax including Goods and Service tax and are net of discount.

Revenue from Joint Venture contract is accounted for net of joint venture share, under turnover, in these Standalone financial statements. Agency charges, if any, are accounted on receipt basis as other operating income.

Interest Income

Interest income is generally recognized on a time proportion basis by considering the outstanding amount and effective interest rate.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

In the absence of ascertainment with reasonable certainty the quantum of accruals in respect of claims recoverable, the same is accounted for on receipt basis. Income from investments is accounted for on accrual basis when the right to receive income is established.

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument. Income from dividend is recognized when the right to received is established.

Dividend

Dividends are recognised in profit or loss only when:

- (i) the company's right to receive payment of the dividend is established;
- (ii) It is probable that the economic benefits associated with the dividend will flow to the entity; and
- (iii) The amount of dividend can be measured reliably.

2.11. Inventories

The stock of raw material, stores, spares and embedded goods and fuel is valued at lower of cost or net realizable value. Cost is computed on first in first out basis.

Work-in- progress is valued at the item rate contracts in case of completion of activity by project department, in case where the Work-in- progress is not on item rate contract stage then item rate contract are reduced by estimated margin or estimated cost of completion and/or estimated cost necessary to make the items rates equivalent to Stage of Work-in- progress.

2.12. Leases

Where the Company is the lessee

A lease is classified at the inception date as a finance lease or an operating lease. Payments made under Leases, being in the nature of operating leases, are charged to statement of Profit and Loss on straight line basis as per terms of the Lease Agreement over the period of lease.

Finance leases are capitalized as assets at the commencement of the lease, at an amount equal to the fair value of leased asset or present value of the minimum lease payments, whichever is lower, valued at the inception date. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

Finance charges are recognized as finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the company's general policy on borrowing cost. A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

2.13. Employee benefits

Short Term:

All employee benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered the service entitling them to the contribution.

Long Term:

"Provident Fund: The contribution to provident fund is in the nature of defined contribution plan. The Company makes contribution to statutory provident fund in accordance with the Employees Provident Fund and Miscellaneous Provisions Act, 1952. The contribution paid or payable is recognized as an expense in the period in which services are rendered.

Gratuity: The cost is determined using the projected unit credit method with actuarial valuation being carried at cash at each Balance Sheet date by an independent actuary. The retirement benefits obligation recognized in the Balance Sheet represent the present value of defined benefit obligation as adjusted for recognized past service cost

Actuarial gains and losses are recognized in full in the other comprehensive income for the period in which they occur.

Other long term employee benefits:

The cost of long term employee benefits is determined using project unit credit method and is present value of related obligation, determined by actuarial valuation done on Balance Sheet date by an independent actuary. The unrecognized past service cost and actuarial gain & losses are recognised immediately in the Statement of Profit & Loss in which they occur.

2.14. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.15. Segment reporting

The Company's operations predominantly consist of infrastructure development and construction/project activities, hence there are no reportable segments under Ind AS-108 'Segment Reporting'.

2.16. Earnings per share:

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The Weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue, buy back of shares, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

2.17. Taxation

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income. Current income tax is charged at the end of reporting period to profit & loss.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or

substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity."

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized Deferred Tax Assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the Deferred Tax Asset to be recovered.

Minimum Alternate Tax (MAT) paid as per Indian Income Tax Act 1961, is in the nature of unused tax credit which can be carried forward and utilized when the company will pay tax under Normal provision of act during the specified period. The Company reviews the same at each Balance Sheet date and writes down the amount of MAT Credit Entitlement to the extent there is no convincing evidence to the effect that the company will pay Income tax higher than MAT during the specified year.

2.18. Impairment of Financial Assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

2.19. Impairment of Non-Financial Assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an Individual asset basis unless the asset does not generate cash flows that are largely Independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset.

An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.20. Claims & Counter Claims:

Claims and counter claims including under arbitrations are accounted for on their final settlement/Award. Contract related claims are recognized when there is a reasonable certainty

2.21. Provisions, Contingent liabilities and Contingent assets Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expense relating to a provision is presented in the statement of profit and loss

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet date

Contingent liabilities and assets

Contingent liabilities are disclosed in respect of possible obligation that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimates of the obligation cannot be made.

A contingent assets are disclosed where an inflow of economic benefit is probable. An entity shall not recognise the contingent assets unless the recovery is virtually certain.

2.22. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Subsequent measurement

A. Financial Assets

For the purpose of subsequent measurement, financial assets are classified in three broad categories:

(i) Financial Assets carried at amortized cost

A financial assets is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

B. Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition :-

A. Financial Assets

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognized when:

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

- (i) The contractual right to receive cash flows from the assets have expired, or
- (ii) The company has transferred its right to receive cash flow from the financial assets and substantially all the risks and rewards of ownership of the asset to another party.

B. Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities.

2.23. Foreign currencies

i. Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction

ii. Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date.

iii. Exchange differences:

The company accounts for exchange differences arising on translation/settlement of foreign currency monetary items by recognizing the exchange differences as income or as expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

2.24. Fair Value Measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an

asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Entity uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

3. Critical accounting estimates and Judgements

i. Estimated useful life of intangible asset and property, plant and equipment

The Company assess the remaining useful lives of Intangible assets and property, plant and equipment on the basis of internal technical estimates. Management believes that assigned useful lives are reasonable.

Before transition to IND AS, the company has revisited the useful life of the assets during financial year 2013-14 in accordance with Schedule II of Companies Act, 2013 and the impact of change in life is considered in opening carrying values of that year.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

ii. **Income taxes:**

Deferred tax assets are recognised for the unused tax credit to the extent that it is probable that taxable profits will be available against which the losses will be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

Defined benefit plans and Other Long Term Benefits:

The cost of the defined benefit plan and other long term benefit and their present value are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary

increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The most sensitive is discount rate. Future salary increases and gratuity increases are based on expected future inflation rates.

iii. **Contingent liabilities:**

Management judgment is required for estimating the possible outflow of resources, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy. The management believes the estimates are reasonable and prudent.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 4 : Property, plant & equipment

Year ended 31st March 2018

(₹ in Lakhs)

Particulars	Freehold Land	Buildings	Plant & equipment	Office equipment	Furniture & fixtures	Vehicles	Computers	Temporary Constructions	Total
Gross carrying value									
At April 01, 2017	202.69	615.79	39,592.51	453.65	201.16	1,383.11	312.41	1,479.89	44,241.22
Addition during the year	-	-	11,569.73	179.54	72.81	974.89	95.87	94.95	12,987.79
Disposal/Adjustments	-	-	130.03	0.16	-	51.97	0.41	-	182.57
At March 31, 2018	202.69	615.79	51,032.21	633.03	273.97	2,306.03	407.87	1,574.84	57,046.44
Accumulated Depreciation									
At April 01, 2017	-	42.12	7,768.94	149.81	36.53	270.96	275.67	1,107.46	9,651.51
Addition during the year	-	21.21	6,355.90	96.36	28.27	209.22	73.10	201.13	6,985.19
Disposal/Adjustments	-	-	48.51	0.03	-	22.57	0.20	-	71.31
At March 31, 2018	-	63.33	14,076.33	246.14	64.80	457.61	348.57	1,308.59	16,565.39
Net carrying value as at March 31, 2018	202.69	552.46	36,955.88	386.89	209.17	1,848.42	59.30	266.25	40,481.05

Year Ended 31st March 2019

(₹ in Lakhs)

Particulars	Freehold Land	Buildings	Plant & Equipment	Office Equipment	Furniture & Fixtures	Vehicles	Computers	Temporary Constructions	Total
Gross carrying value									
At April 01, 2018	202.69	615.79	51,032.21	633.03	273.97	2,306.03	407.87	1,574.84	57,046.44
Addition during the year	54.70	-	28,347.69	215.16	98.10	889.20	132.54	6.72	29,744.12
Disposal/Adjustments	-	-	644.69	0.10	-	78.51	-	46.15	769.45
At March 31, 2019	257.39	615.79	78,735.21	848.09	372.07	3,116.72	540.41	1,535.41	86,021.11
Accumulated Depreciation									
At April 01, 2018	-	63.33	14,076.33	246.14	64.80	457.61	348.57	1,308.59	16,565.39
Addition during the year	-	19.58	8,053.07	121.69	34.41	309.51	93.01	125.36	8,756.63
Disposal/Adjustments	-	-	565.20	0.02	-	70.44	-	16.17	651.84
At March 31, 2019	-	82.91	21,564.20	367.81	99.21	696.68	441.58	1,417.78	24,670.18
Net carrying value as at March 31, 2019	257.39	532.88	57,171.01	480.28	272.86	2,420.04	98.83	117.63	61,350.93

Notes :

- (i) Property, Plant and Equipment hypothecated/pledged as security except project assets.
- (ii) Borrowing cost capitalised during the periods is Nil. (Previous year is Nil)
- (iii) Gross carrying value is based on the net carrying value (Deemed Cost) as on the transition date i.e. 01.04.2015.
- (iv) Refer Note No.38 for disclosure of Contractual Commitment for the acquisition of Property, Plant & Equipment.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 5 : Capital Work In Progress

(₹ in Lakhs)

Particulars	Amount
Gross Carrying Value	
Opening Balance as at April 1, 2017	781.62
Addition during the year	1,113.64
Capitalized/Adjustments during the year	781.62
As at March 31, 2018	1,113.64
Opening Balance as at April 1, 2018	1,113.64
Addition during the year	614.41
Capitalized/Adjustments during the year	1,107.54
As at March 31, 2019	620.51

Note 6 : Intangible assets

Year ended March 31, 2018

(₹ in Lakhs)

Particulars	Computer software	Mining Lease	Total
Gross carrying value*			
Opening Balance as at April 1, 2017	281.73	-	281.73
Addition during the year	6.51	-	6.51
Disposals/Adjustments	-	-	-
As at March 31, 2018	288.24	-	288.24
Accumulated Amortisation			
Opening Balance as at April 1, 2017	82.71	-	82.71
For the year	45.25	-	45.25
Disposals/Adjustments	-	-	-
As at March 31, 2018	127.96	-	127.96
Net carrying value as at March 31, 2018	160.28	-	160.28

Year ended March 31, 2019

(₹ in Lakhs)

Particulars	Computer software	Mining Lease	Total
Gross carrying value*			
Opening Balance as at April 1, 2018	288.24	-	288.24
Addition during the year	61.65	33.53	95.18
Disposals/Adjustments	-	-	-
As at March 31, 2019	349.89	33.53	383.42
Accumulated Amortisation			
Opening Balance as at April 1, 2018	127.96	-	127.96
For the year	55.36	2.19	57.55
Disposals/Adjustments	-	-	-
As at March 31, 2019	183.32	2.19	185.51
Net carrying value as at March 31, 2019	166.57	31.34	197.91

* Gross carrying value is based on the net carrying value (Deemed Cost) as on transition date i.e. 01.04.2015.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 7 : Investments

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Investments in equity instruments		
A. Subsidiaries		
10 Equity shares (Previous Year 10) of PNC Raebareli Highways Private Limited of ₹ 10/- each (Face value ₹ 10/- each)*	0.00	0.00
10 Equity shares (Previous Year 10) of PNC Bundelkhand Highways Private Limited of ₹ 10/- each (Face value ₹ 10/- each)*	0.00	0.00
10 Equity shares (Previous Year 10) of PNC Chitrdurga Highways Private Limited of ₹ 10/- each (Face value ₹ 10/- each)*	0.00	0.00
10 Equity shares (Previous Year 10) of PNC Khujrao Highways Private Limited of ₹ 10/- each (Face value ₹ 10/- each)*	0.00	0.00
50,00,000 Equity shares (Previous Year 50,00,000) of PNC Bareilly Nainital Highways Private Limited of ₹ 10/- each (Face value ₹ 10/- each)	500.00	500.00
50,000 Equity shares (Previous Year 50,000) of PNC Infra Holdings Limited of ₹ 10/- each (Face value ₹ 10/- each)	5.00	5.00
10,76,18,788 Equity shares (Previous Year 9,19,70,790) of PNC Infra Holdings Limited acquired of ₹ 50/- each (Face value ₹ 10/- each)	53,809.40	45,985.40
10 Equity shares (Previous Year 10) of PNC Triveni Sangam Highways Private Limited of ₹ 10/- each (Face value ₹ 10/- each)*	0.00	0.00
10 Equity shares (Previous Year 10) of PNC Rajasthan Highways Private Limited of ₹ 10/- each (Face value ₹ 10/- each)*	0.00	0.00
10 Equity shares (Previous Year Nil) of PNC Challakere Karnataka Highways Private Limited of ₹ 10/- each (Face value ₹ 10/- each)*	0.00	-
10 Equity shares (Previous Year Nil) of PNC Aligarh Highways Private Limited of ₹ 10/- each (Face value ₹ 10/- each)*	0.00	-
5,100 Equity shares (Previous Year 5,100) of Ferrovia Transrail Solutions Private Limited of ₹ 10/- each (Face value ₹ 10/- each)	0.51	0.51
10 Equity shares (Previous Year 10) of PNC Kanpur Ayodhya Tollways Private Limited of ₹ 10/- each (Face value ₹ 10/- each)*	0.00	0.00
Investment in Subsidiaries (A)	54,314.91	46,490.91
B. Associates		
2,93,24,000 Equity shares (Previous Year 2,93,24,000) of Ghaziabad Aligarh Expressway Private Limited of ₹ 10/- each (Face value ₹ 10/- each)**	2,932.40	2,932.40
Investment in Associates (B)	2,932.40	2,932.40
C. Others		
5,55,370 Equity shares (Previous Year 5,55,370) of Indian Highways Management Company limited of ₹ 10/- each (Face value ₹ 10/- each)	55.54	55.54
Investment in Others (C)	55.54	55.54
Total(A+B+C)	57,302.85	49,478.85

* Figures are nil due to rounding off norms adopted by the company

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Particulars	As at March 31, 2019	As at March 31, 2018
Aggregate book value of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate book value of unquoted investments	57,302.85	49,478.85
Aggregate amount of impairment in value of investment	-	-
	57,302.85	49,478.85

Out of the Investments of the Company following investments are pledged with the Financial Institutions/Banks for security against the financial assistance extended to the companies under the same management and others:

Name of the Company	Relationship	No. of Equity shares of ₹ 10 each	
		As at March 31, 2019	As at March 31, 2018
PNC Bareilly Nainital Highways Pvt. Ltd.	Subsidiaries	2,550,000	2,550,000
Ghaziabad Aligarh Expressway Private Limited**	Associates	14,955,240	14,955,240

**The Company has entered into a Share Purchase Agreement (SPA) dated 4th May 2019 with a Purchaser inter alia, with Cube Highways and Infrastructure Pte Ltd. ("Cube Highways") for sale of its entire stake i.e. 29324000 Equity shares, representing (15.12%) of the total shareholding in Ghaziabad Aligarh Expressway Highways Private Limited (GAEPL), "associate" of the company.

As per the proposed transaction the Enterprise value of the entire project is ₹ 1834 Crores however the equity value of proposed transaction is subject to adjustments of debt and other capital and operational cost at closing date and hence net consideration receivable is not ascertainable at this stage.

Additionally, PNC Infra Holdings Limited, a 100% wholly owned subsidiary of PNC Infratech Limited, holding 38576000 equity shares representing (19.88%) of the total share holding in Ghaziabad Aligarh Expressway Highways Private Limited has also entered into the aforementioned Share Purchase Agreement for disinvestment of its entire stake in GAEPL to Cube Highways

In view of the company the aforesaid Enterprise value will sufficiently cover the stake of the company and it will improve the liquidity of the company and augment resources for funding present & future projects.

The valuation date for sale as per the SPA is 31st December 2018. However, the company has continued the existing practice of following the associate method of accounting for its investment in GAEPL for the financial year ended 31st March 2019. Any negative/positive impact, if any of its share of profit/loss in GAEPL for the period 1st January to 31st March 2019 will be adjusted on closure of the transaction.

Note 8 : Other Financial assets

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Terms Deposits (having maturity of more than 12 months)*		
-Term deposits as margin money for bank guarentees	113.72	496.04
-Earnest money deposits (in the form of term deposits, NSC etc)	2.84	28.06
Share Warrants in Ghaziabad Aligarh Expressway Pvt Ltd (GAEPL)#	8,754.83	7,679.67
Advances other than capital advances		
- Security deposits and Retention Money		
a. Held with departments	10,321.19	7,671.79
b. Held with related party	824.23	824.23
c. Others	67.13	67.13
	20,083.94	16,766.93

* For details refer Note 13

The share warrants are convertible into equity shares or unsecured Debentures as per the following condition:

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

- 8.1. Warrants entitle the Warrant-holder to subscribe to one equity share of ₹ 10/- (Face Value of ₹ 10 per share) in the Company (GAEPL) for each warrant held by the Warrant-Holder, subject to a re-characterisation event not having taken place on the maturity of the Warrants, that is, at the end of the Tenure (60 months). If the Warrant-holder opts not to subscribe to equity shares in the Company (GAEPL), the amount paid on the Warrants will be fully forfeited, and thereupon, the Warrant will be deemed to have expired.
- 8.2. In case of re-characterisation event taking place as per terms of the issue, the warrant shall be deemed to have been converted into unsecured debenture.

On occurrence of any of the following events, the Warrants shall, on and from the notification Date (provided for below), be deemed to have been converted into Debt Obligations, with features provided for herein::

- Change of control over the Company (GAEPL).
- The Company (GAEPL) not achieving Final COD for its project within 2.5 years from the date of the issuance of the Warrants.
- The Company (GAEPL) not achieving revenue and/or Cash accrual as per the Projected cash flow with a (+/-) 20% variation.

The tenure of debenture shall be 17 years from the date of issue. The debenture shall carry interest @ 14% p.a. payable only when the company (GAEPL) has distributable cash profits.

Regarding improvement in liquidity refer Note No. 7.

Note 9 : Deferred Tax Assets/(Liabilities)

9.1. The balance comprises temporary differences attributable to:

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Deferred Tax Assets/(Liabilities)		
Fixed Assets	(362.09)	(57.53)
Retention Assets	139.58	125.24
Retention Liabilities	326.04	(57.82)
Deffered Retention Liabilities	(324.15)	56.87
Deffered Retention Assets	(136.96)	(119.54)
Gratuity & Leave encashment	408.47	256.17
Mat Credit Entitlement	16,682.79	16162.12
Net deferred tax Assets/(Liabilities)	16,733.68	16,365.51

9.2 Movement in Deferred tax (Liabilities)/Assets

(₹ in Lakhs)

Particulars	Property, plant & equipment	Retention Assets	Retention Liabilities	MAT Credit Entitlement	Deffered Retention Liabilities	Deffered Retention Assets	Gratuity & Leave encashment	Total
At April 1, 2017	37.96	705.15	-	11,305.94	-	(700.49)	182.79	11,531.35
(Charged)/credited:-								
-to profit & loss	(95.49)	(579.91)	(57.82)	-	56.87	580.95	52.27	(43.12)
-to Other Comprehensive Income	-	-	-	-	-	-	21.10	21.10
-to Mat Credit Availability/ Utilisation	-	-	-	4,856.18	-	-	-	4,856.18
At March 31, 2018	(57.53)	125.24	(57.82)	16,162.12	56.87	(119.54)	256.17	16,365.51
(Charged)/credited:-								
-to profit & loss	(304.56)	14.34	383.86	-	(381.02)	(17.42)	101.40	(203.40)
-to Other Comprehensive Income	-	-	-	-	-	-	50.90	50.90
-to Mat Credit Availability/ Utilisation	-	-	-	520.67	-	-	-	520.67
At March 31, 2019	(362.09)	139.58	326.04	16,682.79	(324.15)	(136.96)	408.47	16,733.68

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 10 : Other Non current assets

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
- Advances other than Capital Advances		
Balance with Statutory Authorities	3,572.39	3,601.99
- Deferred Retention Money		
Held with departments	391.91	345.41
- Others		
- Advance tax and tax deducted at source*	6,825.59	3,633.48
- Tax and duty deposited under demand	697.85	1,314.22
- GST Input & GST TDS	2,381.36	-
- Mobilization advance to sub-contractors	735.85	682.32
- Deferred Share Warrant assets (refer note no 8)	3,050.14	4,125.30
Total	17,655.09	13,702.71

* The refund receivable for certain years, are held up by tax authorities for verification of TDS certificates internally or with other issuing departments.

Note 11 : Inventories

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Raw Materials (Construction Material)	32,437.12	14,053.92
Raw Materials in transit	36.75	71.26
Work-in-progress	3,430.83	712.39
Stores and Spares	4,450.38	2,737.49
Total	40,355.08	17,575.06

Note 11.1 : Bifurcation of Raw Material and WIP under broad heads:

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Raw material		
Bitumen	208.80	194.15
Cement	2,139.04	858.65
Steel	6,862.37	3,464.98
Stone,Grit and Sand	18,024.73	7,622.09
High speed diesel and Fuel oil	2,092.84	417.53
Others	3,109.34	1,496.52
	32,437.12	14,053.92
Work-in-progress		
Road	3,430.83	712.39
Total	3,430.83	712.39

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 12 : Trade Receivables

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Receivable considered good-unsecured		
Related Parties	16,767.06	22,596.80
Other	44,776.41	46,402.28
Total	61,543.47	68,999.08

Note 13 : Cash & Bank Balances

(i) Cash & Cash Equivalents

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Balances with Banks		
In Current Account	9,251.63	10,457.75
Fixed deposits with maturity less than 3 months	15,800.00	-
Cash on hand	134.98	153.57
Total	25,186.61	10,611.32

(ii) Other Bank Balances

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Fixed Deposit		
(with maturity less than 3 months maturity)		
Fixed deposits as Margin money on bank guarantee	1,198.45	681.16
Earnest money deposits (in the form of term deposits, NSC etc)	291.27	163.72
(with maturity more than 3 months but upto 12 months)		
Fixed deposits as Margin money on bank guarantee	3,944.96	3,253.57
Earnest Money Deposit	320.43	19.02
	5,755.11	4,117.47
Current Account		
Earmarked balances-unclaimed dividend	0.42	0.25
Total	5,755.53	4,117.72

FDR having original maturity more than twelve months but maturing within twelve months from the Balance sheet date amounting to ₹ 1019.87 Lakhs (P.Y. ₹ 431.98 Lakhs)

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

13 (ii).1. Details of FDR kept as security

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Fixed deposits as Margin money on bank guarantee		
Under lien in favour of Banks as margin deposits for letter of credit and Bank Guarentees	5,257.13	4,430.77
Earnest money (in form of term deposits) deposits in favour of customers.	614.54	210.81
Add: Interest accrued but not due on margin money & Earnest money deposit	228.67	191.68
Less: Interest accrued but not due on margin money & Earnest money deposit	(228.67)	(191.68)
Total Deposits	5,871.67	4,641.58
Deposit having more than 12 months maturity from reporting date		
Fixed Deposits	113.72	496.04
Earnest Money Deposits	2.84	28.06
Total Non-Current Deposits	116.56	524.11
Total Current Deposits	5,755.11	4,117.47

Note 14 : Loans

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured and considered good- unless otherwise stated		
Loans		
- Related Party*	29,334.60	17,239.01
- Advance With Significant Risk	7546.19	0.00
- Less: Impairment Allowance (Allowance for doubtful advances)	332.50	0.00
	7,213.69	-
Total	36,548.29	17,239.01

* The Company has given unsecured loan to its subsidiaries and associates for financial assistance, out of which ₹ 20,957.59 lakhs (P.Y. ₹ 6,857.34 lakhs) is non interest bearing as per Concession Agreement.

* The Interest rate in case of Interest bearing loan ₹ 15,923.20 lakhs (P.Y. RS. 10,381.67 lakhs) is 12%.

* The amount is net off of impairment of ₹ 332.50 Lakhs (P.Y. Nil)

Note 15 : Other Current Financial assets

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Security deposits and Retention Money		
- With Department	6,546.60	6,296.35
- With related parties	2,573.46	781.29
Others		
-Interest accrued but not due on margin money & Earnest money deposit	228.67	191.68
Total	9,448.73	7,269.32

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 16 : Other Current assets

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured and considered good- unless otherwise stated		
Balances with Satutory authority	7,288.19	7,299.54
Advances to supplier/Contractor		
- Unsecured and considered good	8705.58	5529.16
- Doubtful	0.00	35.42
	8705.58	5564.59
- Less Provision for doubtful advance	0.00	35.42
	8,705.58	5,529.16
Mobilization advance to sub contractor	735.85	682.32
Other Advances	2,044.14	1,252.39
Total	18,773.76	14,763.41

Note 17 : Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised		
Equity Shares of ₹ 2/- each		
27,50,00,000 (Previous Year 27,50,00,000)	5,500.00	5,500.00
	5,500.00	5,500.00
Issued,Subscribed & Fully Paid up		
Equity Shares of ₹ 2/- each		
25,65,39,165 (Previous Year 25,65,39,165)	5,130.78	5,130.78
	5,130.78	5,130.78

A. Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

(₹ in Lakhs)

Particulars	Nos.	Nos.
Opening	256,539,165	256,539,165
Add: Issued during the year	-	-
Less:Deductions during year	-	-
Closing	256,539,165	256,539,165

B. Details of shares held by Shareholders holding more than 5% in the Company:

(₹ in Lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No of Shares	% Holdings	No of Shares	% Holdings
NCJ Infrastructural Consultants Private Limited	25,534,008	9.95	26,683,500	10.40
NCJ Infrastructural Private Limited*	24,765,000	9.65	24,765,000	9.65
Naveen Kumar Jain	18,096,000	7.05	18,096,000	7.05
Madhavi Jain	17,998,500	7.02	17,998,500	7.02
Yogesh Kumar Jain	16,794,000	6.55	16,794,000	6.55
Pradeep Kumar Jain	15,349,500	5.98	15,349,500	5.98
HDFC Mutual Fund	14,971,550	5.84	16,153,820	6.30

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

C Rights and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each shareholder is eligible for one vote per share held. In case any dividend is proposed by the Board of Directors the same is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of Interim Dividend. There are no restrictions attached to Equity Shares after the issue of 1,29,21,708 shares, prior to the IPO, the equity shares were subject to restriction as per investment agreement dated 11th January 2011 and subsequent amendment thereto.

D There are no bonus shares/shares issued for consideration other than cash and no Shares have been brought back during the period of five years immediately preceeding five years.

*Pursuant to order dt 01.06.2018 The merger of PPPL Construction Private Limited (PPPL) in to NCJ Infrastructural Private Limited(NCJ), 23921250 equity shares of PPPL has been considered in NCJ.

Note 18 : Other Equity

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Securities Premium	59,009.66	59,009.66
General Reserve	128.96	128.96
Retained Earnings	147,250.41	116,400.37
Total	206,389.03	175,538.99

(i) Securities Premium

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	59,009.66	59,009.66
Addition(Issue Of Shares)	-	-
Utilization of the reserve	-	-
Closing Balance	59,009.66	59,009.66

(ii) General Reserve

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	128.96	128.96
Addition during the year	-	-
Utilisation during the year	-	-
Closing Balance	128.96	128.96

(iii) Retained Earnings

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	116,400.37	92,947.84
Profit for the Period	32,491.22	25,104.10
Remeasurement of Defined Benefit Obligation	(94.77)	(40.99)
(This is the item of comprehensive income directly booked in retained earnings)		
Dividend	(1,282.70)	(1,282.70)
Corporate Dividend Tax	(263.72)	(327.88)
Closing Balance	147,250.41	116,400.37

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Nature and purposes of Reserves

Securities Premium

Securities Premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

General Reserve

This represents appropriation of profit by the company.

Retained Earnings

This comprise company's undistributed profit after taxes.

Note 19 : Long Term Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Secured		
Term loans -from Banks (For Maturity pattern refer detail below)	23,308.46	11,935.89
Term loans -from NBFCs (For Maturity pattern refer detail below)	5,059.99	919.51
Total	28,368.45	12,855.40

The requisite particulars in respect of secured borrowings are as under:

(₹ in Lakhs)

Particulars		Total Loan Outstanding	Non - Current Maturity	Current Maturity
Term Loan From Banks				
Axis Bank	At March 31, 2019	6,728.00	4,849.38	1,878.62
	At March 31, 2018	(4,459.25)	(3,363.53)	(1,095.72)
HDFC Bank	At March 31, 2019	12,365.32	9,488.20	2,877.12
	At March 31, 2018	(7,363.10)	(5,622.52)	(1,740.58)
ICICI Bank	At March 31, 2019	3.16	-	3.16
	At March 31, 2018	(21.35)	(3.17)	(18.18)
Yes Bank	At March 31, 2019	1,559.72	1,150.88	408.84
	At March 31, 2018	(1,516.47)	(1,212.12)	(304.35)
IDFC First Bank Ltd	At March 31, 2019	920.66	707.81	212.85
	At March 31, 2018	-	-	-
Indusind Bank Ltd	At March 31, 2019	1,791.76	1,420.98	370.78
	At March 31, 2018	-	-	-
Kotak Mahindra Bank Ltd	At March 31, 2019	7,169.86	5,691.21	1,478.65
	At March 31, 2018	(2,147.13)	(1,734.55)	(412.58)
Term Loan From NBFCs				
Kotak Prime Ltd	At March 31, 2019	25.24	6.57	18.67
	At March 31, 2018	(42.45)	(25.23)	(17.22)
Hinduja Leyland Finance Ltd	At March 31, 2019	1,099.17	816.83	282.34
	At March 31, 2018	-	-	-
Tata Capital Financial Services Ltd	At March 31, 2019	2,573.68	1,712.93	860.75
	At March 31, 2018	(615.58)	(248.60)	(366.98)
Tata Motor Finance Ltd	At March 31, 2019	1,456.84	1,151.02	305.82
	At March 31, 2018	-	-	-
SREI Equipment Finance Limited	At March 31, 2019	1,780.00	1,372.64	407.36
	At March 31, 2018	(805.53)	(645.68)	(159.85)
		37,473.41	28,368.45	9,104.96
		(16,970.85)	(12,855.40)	(4,115.45)

*For Detail refer Note No. 25

(i) The above loans are secured by way of hypothecation of asset financed out of said loans.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

(ii) The above loans are repayable in equitable monthly installment over the period of loan.

(iii) Above Loans carrying Interest rate ranging 8.70% to 9.51%

(iv) Figures in brackets represents previous year figures.

Note 20 : Other financial liabilities excluding provisions

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Retentions & Security Deposit	11,098.24	6,482.03
Security received from contractor/suppliers	42.82	42.93
Capital creditors	-	4,200.92
Total	11,141.06	10,725.88

Note 21 : Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Employee Benefits*		
Provision for Gratuity (Funded)	608.20	343.37
Provision for Leave Encashment (Unfunded)	276.00	126.98
Total	884.20	470.35

*For details refer Note No.43

Note 22 : Other Non current Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred Retentions & Security deposit	927.64	164.34
Advances from customers		
Related Parties	8,637.36	4,231.75
Others	16,321.13	1,395.93
Total	25,886.13	5,792.02

Note 23 : Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Secured		
Working Capital Loans		
From banks	-	-
	-	-

The requisite particulars in respect of secured borrowings are as under:

Particulars	Particulars of security/guarantee
Loan repayable on demand from banks-	
Working Capital Loans	Cash credit facilities and working capital demand loans from consortium of banks are secured by:
	(i) Hypothecation against first charge of Stocks viz raw material, stocks in process, finished goods, stores and spares and book debts of the company.
	(ii) Further secured by hypothecation of plant & machinery (excepting to hypothecated to Banks and NBFCs)
	(iii) Equitable mortgage of 6 properties (Land & Building) as per joint deed of Hypothecation belonging to the Directors, group company and relatives of directors.
	(iv) Corporate Guarantee of Taj Infrabuilders Private Limited.
	(v) Personal guarantee of promoters and relatives of directors.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 24 : Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Micro & Small Enterprises (Refer note 24.1)	375.49	-
Other than Micro & Small Enterprises	46,998.88	46,284.49
Total	47,374.37	46,284.49

Note 24.1 :

Based on available information, the outstanding is to the extent of information received by Company under the Micro, Small & Medium Enterprises Development Act 2006, is as below

Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2019	As at March 31, 2018
-Principal amount due to suppliers	375.49	-
-Interest accrued due to suppliers on the above amount and unpaid.	-	-
-The amount of interest paid by the company in terms of Section 16 of the MSMED Act 2006, along with the amount of the payment made to the supplier beyond the appointed date during each accounting year.	-	-
-The amount of interest due and payable for the period of delay in making payment(which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
-Interest accrued and remaining unpaid at the end of the each accounting year.	-	-
-Amount of further interest remaining due and payable in succeeding years,untill such date when the interest dues above are actually paid to small enterprise, for the purpose of disallowance of a deductible expenditure u/s 23 of MSMED Act, 2006	-	-

Note 25 : Other financial liabilities excluding provisions

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
A. Current Maturities of long term debt		
-Term Loan From Banks*	7,230.02	3,571.41
-Term Loan From NBFC'S*	1,874.94	544.04
Sub Total (A)	9,104.96	4,115.45
B. Others		
Capital creditors	6,809.76	2,089.38
Due to Employees	1,989.67	1,512.15
Retention Money	6,089.95	1,478.19
Expenses payable	4,773.78	4,853.89
Sub Total (B)	19,663.16	9,933.61
Total (A+B)	28,768.12	14,049.06

*For Detail refer Note No. 19

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 26 : Other Current Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
- Other Advances		
Advances from Customers		
Related Parties	5,758.24	2,821.17
Others	10,880.75	930.62
- Payable to Government Authority		
a. ESI/PF Payable	39.86	33.59
b. TDS Payable	649.77	502.25
c. Vat & GST Payable	-	2,056.31
d. Others	0.88	167.53
Total	17,329.50	6,511.47

Note 27 : Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Employee Benefits*		
Provision for Gratuity (Funded)	215.72	222.01
Provision for Leave Encashment (Unfunded)	69.02	47.85
Others		
Provision for Income Tax	-	1,015.59
(PY Net of TDS & Advance Tax of ₹ 3979.78 Lacs)		
Total	284.74	1,285.45

*For details refer Note No. 43

Note 28 : Revenue from Operations

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Contract Revenue*	308,275.33	182,869.73
Other Operating Revenues		
(a) Sale of material	1,288.20	2,568.79
(b) Sale of scrap material	123.78	219.57
Total	309,687.31	185,658.09

*During the F.Y. 2018-19 Bonus of ₹ 2529.84 Lakhs (Previous year is ₹ 5823.27 Lakhs) received from PNC Raibareilly Highways Pvt Ltd on early completion of project and Arbitration Award of ₹ 164.35 Lakhs (Previous year is Nil) received from AFS Jorhat.

Bifurcation of Contract Revenue are as under:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Contract Revenue		
Road	295,722.72	161,917.79
Airport Runways	9,515.32	16,953.82
Power Projects	102.37	1,060.17
Others	2,934.92	2,937.94
Total	308,275.33	182,869.73

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 29 : Other Income

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest Income:		
From Bank	461.95	363.87
From Others*	1,889.52	1,071.32
Profit/Loss on Sale of Fixed Asset (Net)	1,264.57	38.92
Other non-operating income (net of expenses)	687.75	828.00
(including income arising on account of fair valuation of Retention money)	4,303.79	2,302.11

*Includes Interest on Income Tax Refund of ₹ 337.18 Lakhs (Previous year is Nil)

Note 30 : COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Cost of Materials Consumed	145,931.91	85,037.30

Note 31 : Employee Benefit Expense

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Salaries, Wages and Bonus	18,688.55	11,805.29
Contributions to Provident fund & other funds	485.71	396.45
Workmen and Staff welfare expenses	58.64	195.68
Total	19,232.90	12,397.42

Note 32 : Finance Costs

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest expense on:		
Loan	5,199.18	2,407.76
Retention	145.20	57.29
Loan Processing Charges	54.96	20.04
Guarantee Charges	1,010.07	586.99
Total	6,409.41	3,072.08

Note 33 : Depreciation and Amortization Expense:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Depreciation on Tangible Assets	8,756.64	6,985.19
Amortization on Intangible Assets	57.55	45.25
Amortization of Deferred Retention Assets	410.14	689.95
Total	9,224.33	7,720.39

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 34 : Other Expenses

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Consumption of Stores and Spare parts*	4,920.97	2,499.21
Power & Fuel	519.51	404.45
Contract Paid	65,463.16	37,384.75
Hire Charges of Machineries	845.30	925.29
Other Manufacturing & Construction expenses	2,335.49	3,046.49
Rent (refer note no 40)	924.60	459.83
Insurance	718.70	444.53
Repairs to Buildings	47.88	29.07
Travelling and Conveyance	374.89	362.70
Legal & Professional Expenses	762.71	345.59
Rates and Taxes**	19,586.25	8,413.68
Auditor's Remuneration***	30.56	30.61
Tender & Survey Expenses	145.12	83.04
Hire charges of Vehicles	-	45.52
Director's Sitting fees	6.50	6.90
Corporate Social Responsibility	432.90	362.04
Impairment Allowance for doubtful advances	332.50	-
Contribution to Political Party	500.00	-
Miscellaneous and General Expenses****	841.25	1,496.63
Total	98,788.29	56,340.33

* Being all material repair jobs are done in-house, the expenses of repair to plant and machinery are not significant, and also because numerous repair jobs are done and it is difficult to segregate the repair expenses from consumption of store & spares.

** Includes Sales/Works contract tax and GST (net) of ₹ 17415.34 lakhs (Previous year ₹ 6515.79 lakhs)

	Year Ended March 31, 2019	Year Ended March 31, 2018
*** Auditor Remuneration includes:		
Audit Fees	29.00	29.00
For Reimbursement of Expenses	1.56	1.61

**** Includes Foreign Exchange Gain of ₹ 275.11 lakhs.(Previous year Foreign Exchange Loss ₹ 874.19 lakhs)

CORPORATE SOCIAL RESPONSIBILITY

The Company planned towards CSR activities at least two per cent of the average net profits of the company made during the three immediately preceding financial years. Accordingly Company was required to spend ₹ 420.00 Lakhs (P.Y. ₹ 357.00 lakhs) for the Financial Year 2018-19 and Company has spent ₹ 432.90 (P.Y. ₹ 362.04)Lakhs.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 35 : Tax Expense

A. Income Tax Expenses

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
(a) Current tax		
Current tax on profit for the period	8,287.77	3,230.41
Adjustments for current tax of prior periods	(6,578.13)	(4,984.95)
Total Current tax expense	1,709.64	(1,754.54)
(b) Deferred tax		
Decrease (increase) in deferred tax assets	(499.60)	94.44
(Decrease) increase in deferred tax Liabilities	703.00	(51.33)
Total Deferred Tax Expenses	203.40	43.12
Total Income tax Expense	1,913.04	(1,711.42)

(B) Reconciliation of tax expense and accounting profit multiplied by India's tax rate:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Profit before tax	34,404.26	23,392.67
Tax at Indian tax rate of 34.944% (F.Y. 2017-18-34.608%)	12,022.22	8,095.74
Tax Adjustments for earlier years		
Current Tax	(6,578.13)	(4,984.95)
Others:		
Income Tax Exempt under Tax Holiday	(3,930.36)	(5,266.96)
Expenses not allowed for tax purposes	195.90	401.63
Decrease (Increase) in deferred tax assets/Liabilities		
Retention & Deferred Retention Assets	3.08	(1.04)
Retention & Deferred Retention Liabilities	(2.84)	0.95
Gratuity & Leave encashment	(101.40)	(52.27)
Property, plant & equipment	304.56	95.49
Income Tax expenses Charged to P/L	1,913.04	(1,711.42)

Note 36 : Earning Per Share

In accordance with Ind-AS 33 on 'Earning Per Share', the following table reconciles the numerator and denominator used to calculate Basic and Diluted earning per Share:

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
(a) Profit/(Loss) available to Equity Shareholders (₹ In lakhs)	32,491.22	25,104.10
(b) Weighted Average Number of Equity Shares	256,539,165	256,539,165
(c) Nominal value of Equity Shares (in ₹)	2.00	2.00
(d) Basic and Diluted Earnings Per Share [(a)/(b)]	12.67	9.79

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 37 : Contingent Liabilities & Assets

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Claims against the Company not acknowledged as debts		
Disputed demand of Income Tax for A.Y. 2010-11. (During the Previous Year Disputed demand of Income Tax includes, net of advance tax & TDS under verification, adjusted from demand of ₹ 33.51 crore arised in assessment of search proceedings up to AY 2012-13) for which company has won the appeal, but limitation of period for further appeal has not expired.)	645.81	1,125.93
Disputed demand of Sales Tax/VAT for which company preferred appeal	9,870.06	9,200.12
Disputed demand of Service Tax for which company preferred appeal	572.57	549.74
Disputed demand of Entry Tax for which company preferred appeal	592.79	176.03
Others (including motor accident, labour & civil matters)	421.04	438.27
(Interest and penalties if any, on above cases will be decided at the time of settlement)		

Note 37.1 : The status of various project claims in arbitrations is as under :

- (a) The company had initiated arbitral proceedings against the Uttar Pradesh Public Works Department (UP PWD) for compensation for ₹ 851.31 lakhs (including interest) towards extra cost incurred on procurement of different material, distant source in relation to the project "rehabilitation Road (Gomat) under Uttar Pradesh State Road Project. The arbitral Tribunal has pronounced its unanimous award dt. March 07, 2014 for ₹ 702.31 lakhs (including interest) in favors of the Company. The respondent UP PWD has preferred objection against the aforesaid award before the Distt. Judge Mathura and the case is still pending with Hon. Distt. Judge Mathura. Treatment of the same will be done on final settlement.
- (b) Further, the Company has filed Eight arbitration claims including claims for delay damages and interest which are pending at arbitration stage. The same will be accounted for on final settlement.

Note 38 : Guarantees

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
(i) Bank Guarantees - Executed in favour of National Highways Authority of India and others	245,456.76	206,027.18
(ii) Corporate guarantee -		
- The outstanding liability at reporting date against the corporate guarantee of ₹ 20500.00 Lakhs issued in favour of bank, jointly & severally along-with a joint venture partner and further indemnified by another joint venture partner to the extent of its shareholding for credit facilities extended to an associate (the entire share capital of which is held by Company and the said two joint venture partners)	8,641.85	9,984.84
- The outstanding liability at reporting date against the corporate guarantee of ₹ 5361.00 Lakhs in favour of India Infrastructure Finance Compnay Limited for securing their debt to a subsidiary PNC Raibareli Highways Private Limited for discharging the differential between the secured obligation and termination payment.	-	5,361.00

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 39 : Commitments

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for, including Letter of Credit against Capital P.O. amounting of ₹ 1219.93 Lakhs	7,911.12	424.86
(b) Capital Commitment for Equity and others (Net of Investment)		
PNC Rajasthan highways Private Limited	642.00	1,947.00
PNC Chitradurga Highways Pvt Ltd	5,201.00	10,377.00
PNC Bundelkhand Highways Pvt Ltd	6,400.00	12,575.00
PNC Khajurao Highways Pvt Ltd	6,110.00	9,985.00
PNC Triveni Sangam Highways Pvt Ltd	18,885.00	-
PNC Aligarh Highways Pvt Ltd	12,175.00	-
PNC Challakere Highways Pvt Ltd	10,675.00	-

Note 40 : Leases

Disclosure as required under AS - 17 "Leases" as prescribed under Companies (Accounting Standards) Rules, 2006 for the Company is given below:

- The Company has entered into cancellable/non-cancellable leasing agreement for office, residential and warehouse premises renewable by mutual consent on mutually agreeable terms.
- Future minimum lease payments under non-cancellable operating lease are as under:

(₹ in Lakhs)

Particulars	Future Minimum Lease Rentals			Period of Lease
	Less than 1 Year	Between 1 to 5 Years	More than 5 Years	
Office Premises	99.97	486.60	505.54	10 Years

Other than disclosed above, the company has various operating lease for premises, the lease are renewable on periodic basis and cancelable in nature, amounting to ₹ 924.60 Lakhs (PY ₹ 459.83 Lakhs).

The lease rentals have been included under the head "Rent" under Note No.34

Note 41 : Disclosure pursuant to Indian Accounting Standard-115 " Revenue form Contracts"

(₹ in Lakhs)

(a) Type of Goods or Service	Construction Services
(b) Geographical Region	India
(c) Market or Type of Customer	Government and Non-Government
(d) Type of Contract	Fixed-price Construction Contracts
(e) Contract Duration	Long-term Contracts
(f) Timing of transfer of goods or service	Transferred over time
(g) Sales Channels	Directly to consumers

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 42 : Related Party Disclosures

The names of related parties where control exist and/or with whom transactions have taken place during the year and description of relationship as identified and certified by the management are:

A. List of Related Parties and Relationships

Subsidiaries (The Ownership Directly or Indirectly through subsidiaries)

- 1 MP Highways Private Limited
- 2 PNC Kanpur Highways Limited
- 3 PNC Delhi Industrialinfra Private Limited.
- 4 Hospet Bellary Highways Private Limited.
- 5 PNC Infra Holdings Limited
- 6 Ferrovia Transrail Solutions Private Limited
- 7 PNC Kanpur Ayodhya Tollways Private Limited
- 8 PNC Raebareli Highways Private Limited
- 9 PNC Bareilly Nainital Highways Private Limited.
- 10 PNC Rajasthan Highways Pvt Ltd
- 11 PNC Bundelkhand Highways Pvt Ltd
- 12 PNC Khajurao Highways Pvt Ltd
- 13 PNC Chitradurga Highways Pvt Ltd
- 14 PNC Triveni Sangam Highways Pvt Ltd
- 15 PNC Aligarh Highways Pvt Ltd
- 16 PNC Challakere Karnataka Highways Pvt Ltd

Associates

- 1 Pradeep Kumar Jain HUF
- 2 Yogesh Kumar Jain HUF
- 3 Naveen Kumar Jain HUF
- 4 Ghaziabad Aligarh Expressway Private Limited

Key Managerial Personal (KMP)

- | | |
|-----------------------|---|
| 1 Pradeep Kumar Jain | (Chairman and Managing Director) |
| 2 Chakresh Kumar Jain | (Managing Director & Chief Financial Officer) |
| 3 Yogesh Kumar Jain | (Managing Director) |
| 4 Anil Kumar Rao | (Whole Time Director) |
| 5 Tapan Jain | (Company Secretary) |

Relatives of KMP

- | | |
|---------------------|--|
| 1 Meena Jain | (W/o Pradeep Kumar Jain) |
| 2 Renu Jain | (W/o Brother of Directors) |
| 3 Madhvi Jain | (W/o Chakresh Kumar Jain) |
| 4 Ashita Jain | (W/o Yogesh Kumar Jain) |
| 5 Ashish Jain | (Brother In Law of promotor directors) |
| 6 Ishu Jain | (Daughter in Law of Pradeep Kumar Jain) |
| 7 Bijali Rao | (W/o Anil Rao) |
| 8 Harshvardhan Jain | (S/o Chakresh Kumar Jain) |
| 9 Naveen Kumar Jain | (Brother of Chairman and Managing Directors) |

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Entities controlled/influenced by KMP and their relatives with whom Transactions have taken place during the period

- 1 MA Buildtech Private Limited
- 2 Taj Infra Builders Private Limited
- 3 Ideal Buildtech Private Limited
- 4 Subhash International Private Limited
- 5 Exotica Buildtech Private Limited
- 6 Shri Mahaveer Infrastructures Pvt Ltd

B. Transactions with Related Parties

(₹ in Lakhs)

S.No.	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
	Transactions during the Year		
1	Receipt on account of EPC and Other Contract		
	Subsidiaries Companies		
	MP Highways Private Limited	-	802.28
	PNC Kanpur Highways Limited	1,009.50	1,525.31
	PNC Raebareli Highways Private Limited	2,529.84	5.66
	PNC Kanpur Ayodhya Tollways Pvt Ltd	5,581.32	4,274.65
	PNC Rajasthan Highways Pvt. Ltd.	18,327.65	36,830.49
	PNC Khajurao Highways Pvt Ltd	40,843.75	9,017.06
	PNC Chitradurga Highways Pvt Ltd	39,043.36	6,709.84
	PNC Bundelkhand Highways Pvt Ltd	34,017.55	6,338.36
	Associates Company		
	Ghaziabad Aligarh Expressway Private Limited	563.64	50.60
	Total	141,916.61	65,554.25
2	Payment of Rent/Services		
	Entities controlled/influenced by KMP and their relatives		
	Subhash International Private Limited	99.97	89.82
	Exotica Buildtech Private Limited	8.05	9.66
	Shri Mahaveer Infrastructures Pvt Ltd	3.20	-
	Pradeep Kumar Jain HUF	12.75	9.00
	Naveen Kumar Jain HUF	10.63	7.50
	Yogesh Kumar Jain HUF	8.50	5.50
	Pradeep Kumar Jain	9.56	6.75
	Naveen Kumar Jain	9.56	6.75
	Chakresh Kumar Jain	10.63	7.50
	Yogesh Kumar Jain	10.63	7.50
	Meena Jain	24.04	21.11
	Madhvi Jain	13.42	13.61
	Renu Jain	13.42	9.72
	Ashita Jain	13.42	13.61
	MA Buildtech Private Limited	3.00	8.00
	Taj Infra Builders Private Limited	9.00	9.00
	Ideal Buildtech Private Limited	-	2.40
	Total	259.78	227.43

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

S.No.	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
3	Mobilization Advance Received/Security Deposits		
	Subsidiaries Companies		
	PNC Rajasthan Highways Pvt Ltd	-	8,810.00
	PNC Chitradurga Highways Pvt Ltd	2,300.88	14,170.00
	PNC Khajurao Highways Pvt Ltd	6,550.00	6,550.00
	PNC Bundelkhand Highways Pvt Ltd	14,100.00	-
	PNC Kanpur Ayodhya Tollways Pvt Ltd	1,454.84	-
	Total	24,405.72	29,530.00
4	Sale/Purchase of Investment/Loan and Shares Application Money in Equity Share Capital		
	Subsidiaries Companies		
	PNC Infraholdings Limited	7,824.00	2,721.50
	PNC Delhi Industrialinfra Private Limited	500.00	1,450.00
	PNC Bareilly Nainital Private Limited	3,900.00	1,400.00
	PNC Bundelkhand Highways Pvt Ltd	3,136.00	0.00
	PNC Khajurao Highways Pvt Ltd	2,100.00	0.00
	PNC Chitradurga Highways Pvt Ltd	2,700.00	0.00
	PNC Rajasthan Highways Pvt. Ltd.	1,304.00	2,600.00
	PNC Triveni Sangam Highways Pvt Ltd	50.00	0.00
	PNC Aligarh Highways Pvt Ltd	150.00	-
	PNC Challakere Highways Pvt Ltd	300.00	-
	Associates Compay		
	Ghaziabad Aligarh Expressway Private Limited	4,340.25	3,735.84
	Total	26,304.25	11,907.34
5	Interest Income		
	Subsidiaries Companies		
	PNC Bareilly Nainital Highways Pvt. Ltd.	607.25	241.19
	PNC Delhi Industrial Infra Pvt. Ltd.	863.34	830.10
	Total	1,470.59	1,071.29
6	Other Professional, Technical & Business Services		
	Subsidiaries Companies		
	Ferrovial Transrail Solutions Pvt Ltd	17.14	-
	Total	17.14	-
7	Interest Expenses		
	Subsidiaries Companies		
	PNC Rajasthan Highways Pvt Ltd	178.98	241.45
	PNC Chitradurga Highways Pvt Ltd	805.61	13.48
	PNC Bundelkhand Highways Pvt Ltd	471.89	-

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

S.No.	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
	PNC Khajurao Highways Pvt Ltd	651.60	1.12
	Total	2,108.08	256.05
8	Corporate Guarantee Given/(Extinguished) on behalf of		
	Subsidiaries Companies		
	PNC Delhi Industrial Infra Pvt. Ltd.	-	4,300.00
	PNC Delhi Industrial Infra Pvt. Ltd.	-	(4,300.00)
	Total	-	-
9	Key management personnel compensation		
	Short Term Employee Benefits		
	Pradeep Kumar Jain	234.00	180.00
	Naveen Kumar Jain	-	108.00
	Chakresh Kumar Jain	210.00	162.00
	Yogesh Kumar Jain	210.00	162.00
	Anil Kumar Rao	71.08	188.15
	Bijali Rao	16.20	16.20
	Harshvardhan Jain	25.50	24.00
	Ashish Jain	34.30	32.55
	Ishu Jain	1.60	4.80
	Tapan Jain	14.04	10.80
	D K Agarwal	-	9.24
	Total	816.72	897.74

C. Balances Outstanding at Reporting Date

(₹ in Lakhs)

S.No.	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
1	Amount Recoverable		
	Subsidiaries Companies		
	PNC Rajasthan Highways Pvt. Ltd.	12,947.56	6,575.27
	PNC Delhi Industrialinfra Private Limited	8,377.01	7,282.00
	PNC Bareilly Nainital Highways Private Limited	7,586.79	4,796.70
	PNC Raebareli Highways Private Limited	85.37	116.69
	PNC Kanpur Ayodhya Tollways Private Limited	25.79	310.92
	MP Highways Private Limited	159.03	235.50
	Ferrovia Transrail Solutions Private Limited	-	-
	PNC Kanpur Highways Limited	219.36	314.04
	PNC Khajurao Highways Pvt Ltd	-	3,106.29
	PNC Bundelkhand Highways Pvt Ltd	4,213.90	6,750.36
	Associates Compay		
	Ghaziabad Aligarh Expressway Private Limited	15,718.07	11,363.84
	Entities controlled/influenced by KMP and their relatives		

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

S.No.	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
	Subhash International Private Limited	724.23	724.23
	Meena Jain	25.00	25.00
	Madhvi Jain	25.00	25.00
	Renu Jain	25.00	25.00
	Ashita Jain	25.00	25.00
	Total	50,157.11	41,675.84
2	Amount Payable		
	Subsidiaries Companies		
	PNC Chitradurga Highways Pvt Ltd	7,592.34	7,036.14
	PNC Khajurao Highways Pvt Ltd	1,616.06	-
	Entities controlled/influenced by KMP and their relatives		
	Shri Mahaveer Infrastructures Pvt Ltd	0.36	-
	Pradeep Kumar Jain HUF	1.35	-
	Naveen Kumar Jain HUF	1.13	-
	Yogesh Kumar Jain HUF	0.90	-
	Pradeep Kumar Jain	1.01	-
	Naveen Kumar Jain	1.01	-
	Chakresh Kumar Jain	1.13	-
	Yogesh Kumar Jain	1.13	-
	Meena Jain	2.26	-
	Madhvi Jain	1.14	-
	Renu Jain	1.14	-
	Ashita Jain	1.14	-
	MA Buildtech Private Limited	0.22	-
	Taj Infra Builders Private Limited	0.67	-
	Total	9,222.99	7,036.14
3	Corporate Guarantee Given on behalf of		
	Subsidiaries Companies		
	PNC Raebareli Highways Private Limited	-	5,361.00
	Associates Company		
	Ghaziabad Aligarh Expressway Private Limited	8,641.85	9,984.84
	Total	8,641.85	15,345.84

D. Terms and Conditions

The transactions with the related parties are made on term equivalent to those that prevail in arm's length transactions. The assessment is under taken each financial year through examining the financial position of the related party and in the market in which the related party operates. Outstanding balances are unsecured and will be settled in cash.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 43 : Detail of Employee Benefit Expenses

The disclosures required by Ind- AS-19 "Employee Benefits" are as under:

(a) Defined Contribution Plan

- (i) The contribution to provident fund is charged to accounts on accrual basis. The contribution made by the company during the year is ₹ 73.65 Lakhs (previous year ₹ 41.69 lakhs)
- (ii) In respect of short term employee benefits, the company has at present only the scheme of cumulative benefit of leave encashment payable at the time of retirement/cessation and the same have been provided for on accrual basis as per actuarial valuation.

(b) Defined Benefit Plan

- (i) Liability for retiring gratuity as on March 31, 2019 is ₹ 823.92 Lakhs (Previous year ₹ 568.69 Lakhs). The liability for Gratuity is actuarially determined and provided for in the books.
- (ii) Details of the company's post-retirement gratuity plans and leave encashment for its employees including whole-time directors are given below, which is certified by the actuary and relied upon by the auditors

(₹ in Lakhs)

Particulars	Gratuity	
	2018-19	2017-18
1. Change in Present Value of Obligation		
Present value of obligation at the beginning of the period	832.08	619.57
Acquisition cost		
Interest cost	66.57	43.14
Current service cost	206.93	120.51
Past service cost	-	2.64
Benefits paid	-	(6.47)
Actuarial gain/(loss) on obligation		
a) Effect of changes in demographic assumptions	15.36	
b) Effect of changes in financial assumptions	23.53	(18.22)
c). Effect of experience adjustments	40.53	70.92
Present value of obligation at end of period	1,185.00	832.08
Current Obligation	215.72	222.01
Non Current Obligation	969.28	610.07
2. Change in Fair Value of Plan Assets		
Fair value of plan assets at the beginning of the period	263.40	221.47
Acquisition adjustment		
Interest Income	24.98	16.97
Contributions	73.66	41.69
Benefits paid	-	(6.47)
Actuarial gain/(loss) on plan assets	(0.96)	(10.26)
Fair value of plan assets at the end of the period	361.08	263.40
3. Amount to be recognised in Balance Sheet		
Present value of obligation as at end of the period	1,185.00	832.08
Fair value of plan assets as at the end of the period	(361.08)	(263.40)
Funded Status	-	568.67
Net Asset/(liability) recognised in Balance Sheet	823.92	568.69

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

(₹ in Lakhs)

Particulars	Gratuity	
	2018-19	2017-18
4. Expenses recognised in the statement of profit & loss.		
Current service cost	206.93	120.51
Past service cost	-	2.64
Net Interest cost		
Interest Expense on DBO	66.57	43.14
Interest (income) on plan assets	24.98	16.97
Total Net Interest Cost	41.59	26.17
Net actuarial (gain)/loss recognised in profit/loss		
Expenses recognised in the statement of Profit & Loss	248.52	149.32
5. Recognised in other comprehensive income for the year		
a) Effect of changes in demographic assumptions	15.36	-
b) Effect of changes in financial assumptions	23.53	(18.22)
c) Effect of experience adjustments	40.53	70.92
d) (Return) on plan assets (excluding interest income)	(0.96)	(10.26)
e) Changes in asset ceiling (excluding interest income)	-	-
f) Total remeasurements included in OCI	80.37	62.97
Actuarial gain/(loss) for the year on DBO	79.41	52.70
Returns above interest cost	(0.96)	(10.26)
Actuarial gain/(loss) for the year on Asset	-	-
Unrecognized actuarial gain/(loss) at the end of the year	-	-
6. Maturity Profile of Defined Benefit Obligation		
1. Within the next 12 months (next annual reporting period)	215.72	222.01
2. Between 2 and 5 years	607.79	472.82
3. Between 6 and 10 years	429.30	232.62
7. Quantitative sensitivity analysis for significant assumptions is as below		
Impact of the change in discount rate		
Present Value of Obligation at the end of the period		
a. Impact due to increase of 100 Basis Points	1,135.16	806.59
b. Impact due to decrease of 100 Basis Points	1,239.45	859.39
Impact of the change in salary increase		
Present Value of Obligation at the end of the period		
a. Impact due to increase of 1 %	1,231.72	854.86
b. Impact due to decrease of 1 %	1,141.16	810.33
Attrition Rate		
Present Value of Obligation at the end of the period		
a. Impact due to increase of 1 %	1,173.52	827.68
b. Impact due to decrease of 1 %	1,197.05	836.62

Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

(iii) Sensitivity Analysis Method

Sensitivity analysis is determined based on the expected movement in liability if the assumptions were not proved to be true on different count.

Sensitivity analysis - DBO end of Period	31.03.2019	31.03.2018
1. Discount rate +100 basis points	1,135.16	806.59
2. Discount rate -100 basis points	1,239.45	859.39
3. Salary Increase Rate +1%	1,231.72	854.86
4. Salary Increase Rate -1%	1,141.16	810.33
5. Attrition Rate +1%	1,173.52	827.68
6. Attrition Rate -1%	1,197.05	836.62

Significant Actuarial assumptions	31.03.2019	31.03.2018
a) Economic Assumptions		
i. Discounting Rate -current year	7%	8%
Discounting Rate - Previous Year	8%	7%
ii. Salary escalation	9%	9%
iii. Attrition rate	20%	25%
b) Demographic Assumption		
i) Retirement Age (Years)	60	58
ii) Mortality rates inclusive of provision for disability	IALM (2012 - 14) Ultimate	IALM (2006 - 08) Ultimate
Disability	Nil	Nil

Mortality Rates for specimen ages

Age	Mortality Rate	Age	Mortality Rate
18	0.000874	43	0.002144
23	0.000936	48	0.003536
28	0.000942	53	0.006174
33	0.001086	58	0.009651
38	0.001453	60	0.011162

(C) Defined Term Employee Benefits Leave Obligation

(₹ in Lakhs)

Particulars	Leave Enchisement	
	2018-19	2017-18
Present Value of unfunded obligation	345.02	174.83
Expeses recognised in Statement of Profit and Loss	170.19	39.59
Discount rate (p.a)	7%	8%
Salary excalation rate (p.a)	9%	9%

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 44 : Fair Value Measurement

Financial instruments by category

(₹ in Lakhs)

Particulars	As at March 31, 2019			As at March 31, 2018		
	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI
Financial Asset						
Investments						
-Investments in equity instruments (Refer Note 7C)		55.54	-	-	55.54	-
Trade receivables (Refer Note 12)	61,543.47			68,999.08		
Cash and cash equivalents (Refer Note 13(i))	25,186.61	-	-	10,611.32	-	-
Bank Balances (Refer Note 13(ii))	5,755.53			4,117.72		
Loans (Refer Note 14)	-	36,548.29		-	17,239.01	
Other Financial Assets (Refer Note 8 & 15)	29,532.67		-	24,036.25		-
Total Financial Assets	122,018.28	36,603.83	-	107,764.37	17,294.55	-
Financial Liabilities						
Borrowings (Refer Note 19 & 25)	37,473.41			16,970.85		
Trade payables (Refer Note 24)	47,374.37			46,284.49		
Other Financial Liabilities (Refer Note 20 & 25)	30,804.22			20,659.49		
Total Financial Liabilities	115,652.00	-	-	83,914.83	-	-

(i) Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (A) recognised and measured at fair value and (B) measured at amortised cost and for which fair values are disclosed in financial statements. To provide an indication about the reliability of inputs used in determining fair values, the group has classified its financial instruments into three levels prescribed under the accounting standards.

The following table provides the fair value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 3 as described below :-

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

(₹ in Lakhs)

Particulars	Fair Value Measurement using		
	Quoted price in Active Market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(A) Financial Asset and Liabilities measured at fair value through profit and loss or other comprehensive income at March 31, 2018			
-Investment in Equity			55.54
Total	-	-	55.54
Financial Assets and Liabilities measured at amortised cost for which fair values are disclosed at March 31, 2018			
(i) Financial Assets			
- Security Deposit			8,563.15
Total	-	-	8,563.15
(ii) Financial Liabilities			
- Borrowings		16,970.85	
- Retentions			6,524.96
- Others		4,200.92	
Total	-	21,171.77	6,524.96

(₹ in Lakhs)

Particulars	Fair Value Measurement using		
	Quoted price in Active Market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(A) Financial Asset and Liabilities measured at fair value through profit and loss or other comprehensive income at March 31, 2019			
-Investment in Equity			55.54
Total	-	-	55.54
Financial Assets and Liabilities measured at amortised cost for which fair values are disclosed at March 31, 2018			
(i) Financial Assets			
- Security Deposit			11,212.55
Total	-	-	11,212.55
(ii) Financial Liabilities			
- Borrowings		37,473.41	
- Retentions			11,141.06
- Others		-	
Total	-	37,473.41	11,141.06

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

(ii) Valuation techniques used to determine Fair value

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Specific valuation technique used to value financial instrument includes:

- > the use of quoted market prices or dealer quotes for similar financial instruments.
- > the fair value of financial assets and liabilities at amortised cost is determined using discounted cash flow analysis.

The following method and assumptions are used to estimate fair values:

The Carrying amounts of trade receivables, trade payables, capital creditors, cash and cash equivalents, short term deposits etc. are considered to be their fair value, due to their short term nature.

Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. For borrowing fair value is determined by using the discounted cash flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the company is considered to be insignificant in valuation.

In case of Investment in Equity Shares of company other than Subsidiary, Associates & Joint Ventures is measured at cost on the basis of assesment by management and the cost represent the best estimate of fair value within that range.

Financial assets and liabilities measured at fair value and the carrying amount is the the fair value.

Note 45 : FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company principal financial asset includes loan, trade and other receivables, and cash and short-term deposits that arise directly from its operations.

The Company's activities are exposed to market risk, credit risk and liquidity risk.

I. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments, and derivative financial instruments.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

(i) The exposure of Company borrowings to interest rate changes at the end of reporting period are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Variable rate borrowings	-	-
Fixed rate borrowings*	37,473.41	16,970.85
Total borrowings	37,473.41	16,970.85

*For Detail refer Note 19 & 25

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

(ii) As at the end of reporting period, the company had the following variable rate borrowings. (₹ in Lakhs)

Particulars	As at March 31, 2019			As at March 31, 2018		
	Weighted average interest rate	Balance	% of total loans	Weighted average interest rate	Balance	% of total loans
Cash Credit Limit	8.91%	-	0.00%	8.88%	-	0.00%
Net exposure to cash flow interest rate risk		-			-	

(iii) Sensitivity

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. (₹ in Lakhs)

Particulars	Increase/Decrease in Basis Points		Impact on Profit before Tax	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
INR	+50	+50	-	-
	- 50	- 50	-	-

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company does not operate internationally and as the Company has not obtained any foreign currency loans but import certain machineries and have foreign currency trade payables outstanding and is therefore, exchange to foreign exchange risk.

The company does not hedge its exposure of foreign currency risk.

The carrying amounts of the Company's foreign currency denominated monetary liabilities at the end of the reporting period as follows:

Foreign currency exposure as at 31st March, 2017 (₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Payable		
- Exposure in Euros (In INR)	7,090.34	6,024.90

Foreign currency sensitivity

5% increase or decrease in foreign exchange rates will have the following impact on profit before tax and other comprehensive income:

Particulars	2018-19		2017-18	
	5% increase	5% decrease	5% increase	5% decrease
Euros (In INR)	354.52	354.52	301.24	301.24

(c) Price Risk

The company exposure to equity securities price risk arises from the investments held by company and classified in the balance sheet at fair value through profit and loss. The company does not have any investments whose value will be based on the market observable input at the current year end and previous year which are held for trading. Therefore no sensitivity is provided.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

II. Credit risk

Credit risk arises from the possibility that the counterparty will default on its contractual obligations resulting in financial loss to the company. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts receivable.

The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risk on an on going basis through each reporting period. To assess whether there is significant increase in credit risk, it considers reasonable and supportive forward looking information such as:

- (i) Actual or expected significant adverse changes in business.
- (ii) Actual or expected significant changes in the operating results of the counterparty.
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligation
- (iv) Significant increase in credit risk on other financial instruments of the same counterparty
- (v) significant changes in the value of collateral supporting the obligation or in the quality of third party guarantees or credit enhancements

The company major exposure is from trade receivables, which are unsecured and derived from external customers. Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in deposit with Bank for specified time period

The history of Trade Receivable shows a negligible allowance for bad & doubtful debts.

Expected credit loss for trade receivable on simplified approach :

The ageing analysis of the trade receivables (gross of provision) has been considered from the date the invoice falls due:

(₹ in Lakhs)

Ageing	0-180 Days	181-365 Days	More than 365 days	Total
As at March 31, 2019				
Gross Carrying Amount	53,845.66	-	7,697.81	61,543.47
Expected Credit Loss (in ₹)	-	-	-	-
Carrying Amount (net of impairment)	53,845.66	-	7,697.81	61,543.47
As at March 31, 2018				
Gross Carrying Amount	60,491.73	126.37	8,380.97	68,999.08
Expected Credit Loss (in ₹)	-	-	-	-
Carrying Amount (net of impairment)	60,491.73	126.37	8,380.97	68,999.08

The Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default data over the expected life of the trade receivable and is adjusted for forward- looking estimates. At every reporting date, the historical observed default rates are updated and changes in forward-looking estimates are analysed. In case of probability of non collection, default rate is 100%

III. Liquidity Risk

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth project. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long-term. The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

(₹ in Lakhs)

As at March 31, 2019	Carrying Amount	On Demand	Less than One Year	More than one year and less than three year	More than 3 Years	Total
Borrowings	37,473.41	-	9,104.96	19,112.96	9,255.49	37,473.41
Trade payables	47,374.37	-	47,374.37	-	-	47,374.37
Other Liabilities	30,804.22	-	19,663.16	11,141.06	-	30,804.22
Total	115,652.00	-	76,142.49	30,254.02	9,255.49	115,652.00

(₹ in Lakhs)

As at March 31, 2018	Carrying Amount	On Demand	Less than One Year	More than one year and less than three year	More than 3 Years	Total
Borrowings	16,970.85	-	4,115.45	7,616.41	5,238.99	16,970.85
Trade payables	46,284.49	-	46,284.49	-	-	46,284.49
Other Liabilities	20,659.49	-	9,933.61	10,725.88	-	20,659.49
Total	83,914.83	-	60,333.55	18,342.29	5,238.99	83,914.83

Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of reporting period:

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cash Credit	75,000.00	65,000.00
Bank Guarantee	81,257.75	53,398.66
Total	156,257.75	118,398.66

Note 46 : Capital Management

(a) Risk Management

The primary objective of the Company's Capital Management is to maximize the shareholder value and also maintain an optimal capital structure to reduce cost of capital. The principle source of funding of the company has been and is expected to continue to be, cash generated from its operation supplemented by funding from bank borrowing and the capital market. The Company is not subject to any externally imposed capital requirements.

The Company regularly considers other financing opportunities to diversify its debt profile, reduce Interest cost.

The Company monitors capital on the basis of following gearing ratio, which is net debt divided by total capital.

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Debt	37,473.41	16,970.85
Cash & Bank balances	30,942.14	14,729.04
Net Debt	6,531.27	2,241.81
Total Equity	211,519.81	180,669.77
Gearing Ratio	0.03	0.01

Notes-

- Debt is defined as long-term and short-term borrowings including current maturities (excluding derivatives) as described in notes
- Total equity (as shown in balance sheet) includes issued capital and all other equity reserves.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

(b) Loan Covenants

In order to achieve this overall objective, the Company capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to call loans and borrowings or charge some penal interest. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the current years and previous years.

(C) Dividends

(₹ in Lakhs)

Particulars	Recognized in the year ending	
	As at March 31, 2019	As at March 31, 2018
(i) Dividends Recognized		
Final dividend for the year ended 31st March 2018 of ₹ 0.5/- per equity share of ₹ 2/- (31st March 2017 ₹ 2.5/- per Equity Share of ₹ 10/-)	1,546.42	1,610.58
(ii) Dividend proposed but not recognised in the books of accounts*		
In addition to the above dividends, for the year ended 31st March 2019 the directors have recommended the payment of a final dividend of ₹ 0.50/- equity share of ₹ 2/-. (31st March 2018- ₹ 0.5/- per equity share of ₹ 2/-)	1,546.42	1,546.42

* The proposed dividend is subject to the approval of shareholders in the ensuing general meeting

Note 47 : Operating Segment Information

The Company's operations predominantly consist of infrastructure development and construction/project activities, hence there are no reportable segments under Ind AS-108 'Segment Reporting'.

The Chairman and Managing directors of the company have been identified as The Chief Operating Decision Maker (CODM). The Chief Operating Decision Maker also monitors the operating results as one single segment for the purpose of making decisions about resource allocation and performance assessment and hence, there are no additional disclosures to be provided other than those already provided in the financial statements.

Note 48 : The Company was subject to search U/s 132 of the Income tax Act, 1961 in the month of August 2011. The assessment for returns filed in response of search proceedings has been completed by the Department wherein certain additions were made and partial allowance of claims U/s 80IA which were claimed in the return filed and subsequently allowed by the CIT (A) in favour of the Company. The Department has filled the appeal with Honorable High Court of Allahabad only in one issue of Share Capital and allowed claims of Section 80-IA of which the Company has adjusted its financial in Current Year.

Note 49 : Recent Accounting Pronouncements

Standards issued but not yet effective:

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective. The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard:

I) Ind AS 116 Leases

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 1 April 2019. The principle of Ind AS 116 is that it requires lessee to recognize assets and liabilities for all leases with a term of more than 12 month, unless the underlying assets is of low value. A lessee is required to recognize a right-of-use asset representing its right of use the underlying leased assets and a lease liability representing its obligation to make lease payment. As a consequence, a lessee recognizes depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and present them in the statement of cash flow.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

The effective date for adoption of Ind AS 116 is annual period beginning on or after April 1, 2019. The standard permit two possible method of transition:

- Full retrospective - Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- Modified retrospective - Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of their remaining lease payment, discounted at the incremental borrowing rate and the right to use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discount as lessee's incremental borrowing rate at the date of initial application or
- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

Certain practical expedients are available under both the method.

On completion of evaluation to the effect of adoption of Ind AS 116, the company is proposing to use the "Modified Retrospective Approach" for transitioning to Ind AS 116, and take amount equal to lease liability as Right-of-use, on the date of initial application (April 1, 2019). Accordingly, comparatives for the year ended March 31, 2019 will not be retrospectively adjusted.

The effect of adoption as on transition date would majorly result in an increase in Right of use asset approximately by ₹ 995.47 lakhs and an increase in lease liability approximately by ₹ 995.47 lakhs.

ii) Ind AS 12 Income taxes:

On March 30, 2019, Ministry of Corporate Affairs issues amendments to the guidance in IND As 12, "Income Tax", in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividend in profit and loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

iii) Ind AS 19 - plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issues amendments to IND As 19, 'Employee Benefits' in connection with accounting for plan amendments, curtailments or settlements.

The amendments require an entity:

- To use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendments, curtailments or settlements; and
- To recognize in profit or loss as part of past service cost, or a gain or loss on settlements, any reduction in a surplus, even if that surplus was not previously recognized because of that impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

iv) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

NOTES TO FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

The standard permits two possible methods of transition

- i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and
- ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect of adoption of Ind AS 12 Appendix C would be insignificant in the financial statements.

Note 50 : The Company and S P Singla Construction Pvt Ltd has formed a Joint Venture (JV) namely “PNC-SPSCPL JV” specifying their ratios. Two projects were awarded to JV by National Highway Authority of India (NHAI).

The JV has further awarded the contract to Joint Venturers in their respective ratio as specified in the contract with NHAI.

The billing to NHAI is being done by JV after consolidating of bills submitted by the Joint Venturers.

None of the Joint Venturers has employed any capital to this JV.

As per our report of even date attached.

For **S.S.Kothari Metha & Co.**
Chartered Accountants
Firm Registration No. 000756N

Neeraj Bansal
Partner
Membership No. 95960

Tapan Jain
Company Secretary
M. No. A22603

On behalf of the Board of Directors

Pradeep Kumar Jain
Chairman and Managing Director
DIN 00086653

Place: Agra
Date: May 24, 2019

Chakresh Kumar Jain
Managing Director and Chief Financial Officer
DIN 00086768

INDEPENDENT AUDITORS' REPORT

To the Members of PNC INFRATECH LIMITED Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS financial statements of PNC Infratech Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associate, comprising the Consolidated Balance Sheet as at 31st March, 2019, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity, for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March, 2019, the consolidated profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained are sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Other matters

We did not audit the financial statements of 16 subsidiaries, whose financial statements reflect total assets of ₹ 5,44,962.57 lakhs as at 31st March 2019, the total revenue of ₹ 2,13,403.05 Lakhs and net cash flows of ₹ 2,241.05 lakhs for the year ended 31st March 2019. The Financial Statements of the subsidiaries have been audited by other auditors. The reports of which have been furnished to us, and our opinion on the financial results, to the extent they have been derived from such financial statements is based solely on the report of such other auditor.

We also did not audit the result of one associate whose profit after tax is ₹ 199.80 lakhs for the year ended 31st March, 2019. The Financial Statement of the Associate has been audited by other auditors. The reports of which have been furnished to us, and our opinion on the financial results, to the extent they have been derived from such financial statement is based solely on the report of such other auditor.

Key Audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Valuation of investment, unsecured loans and trade receivable with the associate company.

S No	Description of Key audit Matter	Description of Auditor's Response
1	Toll collection of the associate company is lower than the projections and there is a stress of repayment of principal to the lenders of the company. Amount involved in the form of investment, unsecured loan and trade receivables to be impaired. However, the Group has entered into Share Purchase Agreement on 4th May, 2019 with CUBE Highways and Infrastructure PTE. Ltd.	We have performed the following procedures for verifying the stake of the Group in the form of valuation of investment, unsecured loans and trade receivables. The Group has entered into a Share Purchase Agreement (SPA) dated 4th May 2019, with a Purchaser inter alia, with Cube Highways and Infrastructure PTE. Ltd. for sale of its entire stake i.e. 6,79,00,000 Equity shares, representing (35%) of the total shareholding in Ghaziabad Aligarh Expressway Highways Private Limited (GAEPL), "associate" of the company, we have obtained the agreement. The Group may recover amount of stake in forms of equity, unsecured loans and trade receivables and may not require impairment.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report including annexures to Director's Report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements do not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. Based on the records, information and explanation provided, we have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Indian Accounting Standards (Ind AS) as prescribed u/s 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2017 and accounting principles generally accepted in India.

The respective Board of Directors of the companies included in the Group are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for the overseeing the Group's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is included in "Annexure – A" of this auditor's report.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and Consolidated statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014/Indian Accounting Standards (Ind AS) specified under section 133 of the act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies, none of the directors of the Group companies and its associate companies is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

As per the information and explanations given to us and on the basis of our examination of the records, managerial remuneration paid by the Group to its directors during the

year is in accordance with the provisions of section 197 read with Schedule V to the Act.

- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiary companies, associate companies and jointly controlled entities/joint ventures and joint operations incorporated in India and operating effectiveness of such controls, refer to our separate report in "Annexure B".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate and jointly controlled entities/joint ventures and joint operations. Refer note no 40 to the consolidated financial statements.

- ii. The Group, its associate and jointly controlled entities/joint ventures and joint operations did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31st March, 2019.
- iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate companies and jointly controlled entities/joint ventures and joint operations incorporated in India during the year ended 31st March, 2019.

For **S.S. Kothari Mehta & Co.**
(Chartered Accountants)
Firm Registration no. 000756N

(Neeraj Bansal)

Partner

Membership No. : 095960

Place: Agra
Date: May 24, 2019

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF PNC INFRA TECH LIMITED

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the holding company and its subsidiary company, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures,

and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonable knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters, communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF PNC INFRATECH LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of PNC Infratech Limited as of and for the year ended March 31, 2019. We have audited the internal financial controls over financial reporting of PNC Infratech Limited (hereinafter referred to as "Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associate, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the of the Holding company, its subsidiary companies, its associate companies, jointly controlled and Joint venture companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India "ICAI". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence, we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of

financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 16 subsidiaries and 1 associate. Internal financial controls over financial reporting of 16 subsidiaries and 1 associate have been audited by other auditors, whose reports have been furnished to us, and our opinion on the financial results, to the extent they have been derived from such financial statements is based solely on the report of such other auditor.

Opinion

In our opinion based on records, the Group has, in all respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were generally operating effectively as at March 31, 2019, based on "the internal control over financial reporting system & procedures", criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For S.S. Kothari Mehta & Co.
(Chartered Accountants)
Firm Registration no. 000756N

(Neeraj Bansal)
Partner

Place: Agra
Date: May 24, 2019

Membership No. : 095960

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2019

(₹ in Lakhs)

Particulars	Notes	As at March. 31, 2019	As at March. 31, 2018
ASSETS			
(1) Non - current assets			
(a) Property, plant and equipment	4	61,669.71	40,923.22
(b) Capital work - in - progress	5	620.50	1,113.64
(c) Intangible Asset	6	161,714.12	186,950.53
(d) Financial assets			
(i) Investments	7	2,989.27	2,919.34
(ii) Trade receivables	8	219,596.88	164,026.01
(iii) Other Financial Assets	9	20,096.30	16,775.17
(e) Deferred Tax Asset	10	20,495.33	17,668.76
(f) Other Non - current assets	11	44,271.36	18,759.54
Sub Total (Non Current assets)		531,453.47	449,136.21
(2) Current assets			
(a) Inventories	12	40,355.09	17,575.07
(b) Financial assets			
(i) Investments	13	23,264.01	14,014.33
(ii) Trade receivables	14	51,941.26	59,453.48
(iii) Cash and cash equivalents	15(i)	29,740.62	14,399.27
(iv) Bank balances other than (iii) above	15(ii)	11,100.53	4,117.72
(v) Loans	16	8,285.09	5,139.24
(vi) Other Financial Assets	17	9,372.31	6,808.71
(c) Other current assets	18	19,924.69	19,558.98
Sub Total (Current assets)		193,983.60	141,066.81
Total Assets		725,437.07	590,203.02
EQUITY AND LIABILITIES			
(3) EQUITY			
(a) Equity share capital	19	5,130.78	5,130.78
(b) Other equity	20	197,307.50	163,740.41
Equity Attributable to Owners		202,438.28	168,871.19
Non Controlling Interest		0.23	1.11
Sub Total (Equity)		202,438.51	168,872.30
(4) LIABILITIES			
Non - current liabilities			
(a) Financial liabilities			
(i) Borrowings	21	251,507.27	184,272.43
(ii) Trade Payables	22	83,728.71	98,816.16
(iii) Other financial liabilities	23	11,120.04	13,019.60
(b) Provisions	24	18,507.67	11,996.29
(c) Other non - current liabilities	25	43,836.97	15,554.82
Sub Total (Non Current Liability)		408,700.66	323,659.30
(5) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	26	1,949.67	2,250.67
(ii) Trade payables			
Outstanding dues to Micro and small enterprises	27	375.49	-
Outstanding dues to other than Micro and small enterprises		47,503.56	47,268.66
(iii) Other financial liabilities	28	46,325.50	27,967.82
(b) Other current liabilities	29	16,231.06	18,499.98
(c) Provisions	30	1,912.62	1,684.29
Sub Total (Current Liability)		114,297.90	97,671.42
Total Equity & Liabilities		725,437.07	590,203.02

The accompanying notes form an integral part of the financial statements

As per our report of even date attached.

For S.S.Kothari Metha & Co.

Chartered Accountants

Firm Registration No. 000756N

Neeraj Bansal

Partner

Membership No. 95960

Tapan Jain

Company Secretary

M. No. A22603

On behalf of the Board of Directors

Pradeep Kumar Jain

Chairman and Managing Director

DIN 00086653

Chakresh Kumar Jain

Managing Director and Chief Financial Officer

DIN 00086768

Place: Agra

Date: May 24, 2019

STATEMENT OF CONSOLIDATED PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2019

(₹ In lakhs)

Particulars	Note No.	Year Ended March 31, 2019	Year Ended March 31, 2018
I Revenue from operations	31	377,435.82	241,139.29
II Other income	32	4,661.57	2,435.02
Total Income (I+II)		382,097.39	243,574.31
III Expenses:			
Cost of materials consumed	33	145,931.91	85,037.30
Employee benefits expense	34	21,574.71	14,422.12
Finance costs	35	34,798.35	30,930.96
Depreciation and amortization expense	36	34,646.24	26,181.10
Other expenses	37	109,248.69	64,770.17
Total Expenses (III)		346,199.90	221,341.65
IV Profit/(loss) before share of an associate and a joint venture and tax (I+II-III)		35,897.49	22,232.66
V Add/(Less): Share in profit/(loss) of Associates		69.93	(596.95)
VI Profit/(loss) before tax (IV+V)		35,967.42	21,635.71
VII Tax expense:			
Current Tax	38	9,650.53	5,409.45
Mat Credit Entitlement		(677.78)	(1,875.90)
Tax of earlier years including MAT Credit Entitlement		(6,577.03)	(4,992.38)
Deferred Tax Charge/(Credit)	10	(1,564.73)	(1,206.19)
Total Tax (VII)		830.99	(2,665.02)
VIII Profit & (Loss) for the period (VI-VII)		35,136.43	24,300.73
IX Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
- Actuarial Gain and losses on defined benefit plans		(145.81)	(38.33)
(ii) Income tax relating to above items		51.09	13.76
X Total Comprehensive Income for the period (VIII+IX)		35,041.71	24,276.16
Profit for the year attributable to:			
- Owners of the parent		35,137.31	24,300.76
- Non- Controlling Interest		(0.88)	(0.03)
Other comprehensive income for the year attributable to:			
- Owners of the parent		(94.72)	(24.57)
- Non- Controlling Interest		-	-
Total omprehensive income for the year attributable to:			
- Owners of the parent		35,042.59	24,276.19
- Non- Controlling Interest		(0.88)	(0.03)
Earnings per equity share of ₹ 2/- each			
Basic (in ₹)	39	13.70	9.47
Diluted (in ₹)		13.70	9.47

The accompanying notes form an integral part of the financial statements

As per our report of even date attached.

For S.S.Kothari Metha & Co.
Chartered Accountants
Firm Registration No. 000756N

Neeraj Bansal
Partner
Membership No. 95960

Tapan Jain
Company Secretary
M. No. A22603

On behalf of the Board of Directors

Pradeep Kumar Jain
Chairman and Managing Director
DIN 00086653

Chakresh Kumar Jain
Managing Director and Chief Financial Officer
DIN 00086768

Place: Agra
Date: May 24, 2019

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2019

(₹ In lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and exceptional items	35,967.42	21,635.71
Adjustments for:		
Depreciation and amortization expenses	34,646.24	26,181.10
Finance cost	25,400.25	30,930.96
Interest Income	(1,260.89)	(666.10)
Loss/(Profit) on Sale of Investments(Net)	(1,016.78)	(806.22)
Loss/(Profit) on Sale of Plant, Property and equipments(Net)	(1,264.57)	(38.92)
Gain on fair valuation of Investments	(416.16)	-
Miscellaneous Expenses written off	9.86	-
Remeasurement of Defined Benefit Obligation	(94.72)	-
Provision for doubtful debts	332.50	-
Other non-operating income	(703.16)	-
Operating Profit Before Working Capital Changes	91,599.99	77,236.53
Adjustments for changes in Working Capital :		
(Increase)/Decrease in Inventories	(22,780.01)	(2,227.19)
(Increase)/Decrease in Trade Receivables	(48,391.15)	(42,123.67)
(Increase)/Decrease in Other Assets	(27,145.13)	(6,513.55)
(Increase)/Decrease in Other Financial Assets	(5,884.73)	(2,851.23)
Increase/(Decrease) in Trade Payables	(14,477.07)	8,027.10
Increase/(Decrease) in Other Liabilities	30,357.23	20,388.45
Increase/(Decrease) in Other Financial Liabilities	16,458.12	7,185.98
Cash Generated From Operating activities	19,737.26	59,122.42
Cash Generated before Prior Period Item	19,737.26	59,122.42
Net Cash Generated after Prior Period Item	19,737.26	59,122.42
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Plant, property & equipments (including Capital work in progress)	(29,838.08)	(14,150.76)
Sale of Plant, property & equipments	1,507.32	980.50
Sale of Investments	67,946.48	1,403.17
Purchase of Investments	(75,830.08)	(8,067.55)
Bank balances not considered as Cash & cash equivalents	(6,982.80)	(863.50)
Other non-operating income	703.16	-
Loan (given)/realised from Associate	(3,145.85)	(5,139.24)
Interest Income	1,256.78	666.10
Net Cash Used in Investing Activities	(44,383.07)	(25,171.28)
(C) CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	82,800.80	32,501.84
Repayment of Long Term Borrowings	(15,866.97)	(11,182.88)
Proceeds from Working Capital Borrowings from Banks (Net)	-	(9,877.99)
Finance cost paid	(25,400.25)	(30,930.96)
Dividend Paid	(1,282.70)	(1,282.70)
Corporate Dividend Tax paid	(263.72)	(327.88)
Net Cash Used in Financing Activities	39,987.16	(21,100.58)
Net Increase/(Decrease) in Cash & Cash Equivalents	15,341.35	12,850.56
Opening Cash & Cash Equivalents	14,399.27	1,548.71
Closing Cash and cash equivalents	29,740.62	14,399.27

The accompanying notes form an integral part of the financial statements

As per our report of even date attached.

For S.S.Kothari Metha & Co.
Chartered Accountants
Firm Registration No. 000756N

Neeraj Bansal
Partner
Membership No. 95960

Tapan Jain
Company Secretary
M. No. A22603

On behalf of the Board of Directors

Pradeep Kumar Jain
Chairman and Managing Director
DIN 00086653

Place: Agra
Date: May 24, 2019

Chakresh Kumar Jain
Managing Director and Chief Financial Officer
DIN 00086768

STATEMENT OF CONSOLIDATED CHANGES IN EQUITY

FOR THE PERIOD ENDED MARCH 31, 2019

A. Equity Share Capital		(₹ In lakhs)	
	No. of Shares	Amount	
Balance as at April 1, 2017	256,539,165	5,130.78	
Add: Issue of Share Capital	-	-	
Balance as at March 31, 2018	256,539,165	5,130.78	
Add: Issue of Share Capital	-	-	
Balance as at March 31, 2019*	256,539,165	5,130.78	

B. Other Equity (₹ In lakhs)

	Reserves & Surplus			Non-Controlling Interest	Total
	Securities premium account	General Reserve	Retained earnings		
Restated Balance as at April 1, 2017	59,009.67	198.33	81,764.35	0.84	140,973.19
Profit for the year	-	-	24,300.76	(0.03)	24,300.73
Other Comprehensive Income	-	-	(24.57)	-	(24.57)
Total comprehensive income for the year	-	-	24,276.19	(0.03)	24,276.16
Transaction with Owners in the Capacity of Owners					
Dividend paid	-	-	(1,282.70)	-	(1,282.70)
Dividend Distribution tax	-	-	(327.88)	-	(327.88)
Adjustment during the year	-	(69.37)	171.82	0.30	102.75
Balance as at March 31, 2018**	59,009.67	128.96	104,601.78	1.11	163,741.52
Profit for the year	-	-	35,137.31	(0.88)	35,136.43
Addition during the year	3.07	-	-	-	3.07
Other Comprehensive Income	-	-	(94.72)	-	(94.72)
Total comprehensive income for the year	3.07	-	35,042.59	(0.88)	35,044.78
Transaction with Owners in the Capacity of Owners					
Dividend paid	-	-	(1,282.70)	-	(1,282.70)
Dividend Distribution tax	-	-	(263.72)	-	(263.72)
Adjustment during the year	-	-	1.62	-	1.62
Arising on account of consolidation	-	-	66.23	-	66.23
Balance as at March 31, 2019**	59,012.74	128.96	138,165.80	0.23	197,307.73

The accompanying notes form an integral part of the financial statements

* For details refer to Note no. 19

** For details refer to Note no. 20

Nature and purposes of Reserves

Securities Premium

Securities Premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

General Reserve

This represents appropriation of profit by the company.

Retained Earnings

This comprises company's undistributed profit after taxes.

As per our report of even date attached.

For S.S.Kothari Metha & Co.
Chartered Accountants
Firm Registration No. 000756N

Neeraj Bansal
Partner
Membership No. 95960

Tapan Jain
Company Secretary
M. No. A22603

On behalf of the Board of Directors

Pradeep Kumar Jain
Chairman and Managing Director
DIN 00086653

Chakresh Kumar Jain
Managing Director and Chief Financial Officer
DIN 00086768

Place: Agra
Date: May 24, 2019

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

1. Company Overview:

PNC Infratech Limited (The Company) was incorporated on 9th August, 1999 as PNC Construction Company Private Limited. The Company was converted into a limited company in 2001 and was renamed PNC Infratech Limited in 2007. The Company is listed with National Stock Exchange and Bombay Stock Exchange.

The Company and its subsidiaries (hereinafter refer to as Group) is engaged in India's infrastructure development through the construction of highways including BOT (built, operate and transfer projects), airport runways, bridges, flyovers and power transmission projects among others.

In case of BOT & HAM (Hybrid Annuity Model), the company bids as a sponsor either alone or in joint venture with other venture(s) and once the project is awarded then it is executed by incorporating a company (Special Purpose Vehicle).

The Company's registered office is located in New Delhi, corporate office in Agra and operations of the group are spread across Haryana, Karnataka, Madhya Pradesh, Maharashtra, Punjab, Rajasthan, Tamilnadu, Uttar Pradesh, Uttarakhand, Assam, West Bengal and Bihar among others.

The Company is ISO 9001:2008-certified, awarded 'SS' (Super Special) class from the Military Engineering Services as well as appreciation from NHAI and the Military Engineer Services, Ministry of Defence.

The Consolidated financial statements were authorised for issue in accordance with the resolution of the directors on 24th May, 2019.

2. Summary of Significant Accounting Policies

2.1. Basis of Preparation

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company, with effect from 1 April 2016, adopted Indian Accounting Standards (the 'Ind AS') notified under the Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) (Amended) Rules, 2016 as amended thereto.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Consolidated financial statements are presented in Indian rupees (INR) and all values are rounded to the nearest lakhs and two decimals thereof, except otherwise stated.

These Consolidated financial statements have been prepared under the historical cost convention on the accrual basis, except for certain financial instruments & Provisions which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.2. Principles of Consolidation and Equity Accounting

The consolidated financial statements comprise the financial statements of the Company, its Subsidiaries and associates as at 31 March, 2019.

In case of subsidiaries, control is achieved when the group is exposed, or has right, to variable return from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Associates are all entities over which the group has significant influence but not control or joint control. Investment in associate is accounted for using the equity method of accounting (see note (d) of consolidation procedures mentioned below).

The group re-assesses whether or not it controls as an investee if facts and circumstances indicates that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group possesses control over the subsidiary and ceases when the Group loses control over the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statement in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e. financial year ended on 31 March.

Profit or loss, each component of other comprehensive income (OCI) is attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if the results in the non-controlling interests having a deficit

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the group are eliminated in full on consolidation.

Consolidation Procedure:

- (a) The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- (b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combination policy explains how to account for any related goodwill.
- (c) Eliminate in full intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full).
- (d) The build, operate and transfer (BOT) contracts are governed by concession agreement with government authorities (grantor). Under these agreements, the operator does not own the road, but gets "Toll collection rights" against the construction services rendered. Since the construction revenue earned by the operator is considered as exchange with the grantor against the toll collection rights, profit from such contracts is considered as realised.

Accordingly, BOT contracts awarded to group companies (operator), where work is subcontracted to fellow group companies or "the company", the intra group transactions on BOT contacts under Intangible Assets Method and the profits arising thereon are taken as realised and hence not eliminated.

- (e) Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of post-acquisition profit or losses of the investee in profit or loss and the group's share of the other comprehensive income of the investee in other comprehensive income
- (f) Figures pertaining to the subsidiaries, associates and joint ventures have been reclassified wherever necessary to bring them in line with the parent's company financial statements.

2.2 Use of Estimates

The preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires management

to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and results of operations during the reporting period. The Management believes that the estimates used in preparation of financial statements are prudent and reasonable. Differences between actual results and estimates are recognized in the year in which the results are shown/materialized.

2.3 Current versus non-current classification

The company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current. A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The company has identified twelve months as its operating cycle.

2.4. Property Plant & Equipments

The group has elected to continue with the carrying value of all its property, plant and equipment as recognized in the financial statement at the date of transition i.e. at 1st April, 2015, measured as per the previous GAAP and used that as its deemed cost as at the transition date.

Property, plant and equipments are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Cost includes cost of acquisitions or construction including incidental expenses thereto and other attributable cost of bringing the assets to its working condition for the intended use and is net of recoverable duty/tax credits.

2.5. Intangible Assets

The group recognises the intangible assets according to Ind AS-38 which is stated at cost of acquisition net of accumulated amortization and impairment losses, if any.

In accordance with Ind AS-38, Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Other intangible assets are amortised on straight line basis over the period in which it is expected to be available for use by the company.

2.6. Intangible Assets under development

Expenditure related to and incurred during development of Assets are included under "Intangible assets under development". The same will be transferred to the respective assets on its completion.

2.7. Capital Work in progress

Capital work in progress comprises of expenditure, direct or indirect incurred on assets which are yet to be brought into working condition for its intended use.

2.8. Depreciation and Amortization

Depreciation on Fixed Assets is provided on straight line method (other than specified Plant & Machinery which are depreciated on written down value basis) based on useful life stated in schedule II to the Companies Act 2013, and is on pro-rata basis for additions and deletions. The useful life is reviewed at least at the end of each financial year. In case of Plant & Machinery, as per technical estimate (excluding Cranes & Earth Moving equipment), the useful life is more than as stated in schedule II. The estimated useful life of Property, Plant & Equipment and Intangible assets as mentioned below:

Particulars	Useful life (Yrs)
Buildings	30
Plant & Machinery	
-Earth Moving Equipment	15
-Piling Equipment	15
-Others	15
Office Equipment	05
Furniture & Fixtures	10
Vehicles	
-Two Wheelers	10
-Four Wheelers	08
Computers	03
Temporary Construction	03
Computer Software	06

2.9. Cash & Cash Equivalents

Cash & cash equivalents comprise cash at bank and cash-on-hand. The group considers all highly liquid investments which are subject to an insignificant risk of change in value with an original maturity of three months or less from date of purchase to be cash equivalent.

2.10. Service Concession Arrangements:

The group constructs or upgrades infrastructure (construction or upgradation services) used to provide a public service and operates and also maintains that infrastructure (operation services) for the specified period of time.

Under Appendix A to Ind AS-11 – Service Concession Arrangements, these arrangements are accounted for based on the nature of the consideration.

The intangible asset model is used to the extent that the group receives a right (i.e. a franchisee) to charge users of the public service. The financial asset model is used when the group has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction service. When the unconditional right to receive cash covers only part of the service, the two models are combined to account separately for each component.

The group manages concession arrangements which include constructing road, redevelopment and maintenance of industrial estate etc. for public use. These concession arrangements set out rights and obligations related to the infrastructure and the services to be provided.

The right consideration gives rise to an intangible asset and financial receivable and accordingly, both the intangible assets and financial receivable models are applied. Income from the concession arrangements earned under the intangible asset model consists of the (i) fair value of contract revenue, which is deemed to be fair value of consideration transferred to acquire the asset; and (ii) payments actually received from the users. The intangible assets is amortized over its expected useful life in a way that reflects the pattern in which the asset's economic benefits are consumed by the company, starting from the date when the right to operate starts to be used. Based on these principles, the intangible asset is amortized in line with the actual usage of the specific public facility, with a maximum of the duration of the concession.

Financial receivable is recorded at a fair value of guaranteed residual value to be received at the end of the concession period. This receivable is subsequently measured at amortised cost.

Any assets carried under concession arrangements are derecognised on disposal or when no future economic benefits are expected from its future use or disposal or when the contractual rights to the financial assets expire.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

In the case of Operation and Maintenance arrangements, Intangible asset is recognized at fair value of the concession fee payable over the arrangement period.

2.11. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow and the revenue can be reliably measured, irrespective of the fact whether payment is received or not. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

Construction Contracts:

Contract revenue is recognized under percentage of completion method. The Stage of Completion is determined on the basis of physical completion of work as acknowledged by the client.

Revenue related to claims are accounted for in the year in which arbitration award is awarded/settled or accepted by customer or there is a tangible evidence of acceptance received.

Other sales are accounted for on dispatch of material and excludes applicable taxes or duty and are net of discount.

Revenue from Joint Venture contract is accounted for net of joint venture share, under turnover, in these financial statements. Agency charges, if any, are accounted for on receipt basis as other operating income.

The income from Toll contracts on BOT/OMT basis (under Financial Receivable Model) are recognized on actual collection of toll revenue.

Interest Income

Interest income is generally recognized on a time proportion basis by considering the outstanding amount and effective interest rate.

In the absence of ascertainment with reasonable certainty the quantum of accruals in respect of claims recoverable, the same is accounted for on receipt basis. Income from investments is accounted for on accrual basis when the right to receive income is established.

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument.

Dividend

Dividends are recognised in profit or loss only when:

- (i) the company's right to receive payment of the dividend is established;
- (ii) It is probable that the economic benefits associated with the dividend will flow to the entity; and
- (iii) The amount of dividend can be measured reliably.

2.12. Inventories

The stock of raw material, stores, spares and embedded goods and fuel is valued at lower of cost or net realizable value. Cost is computed on first in first out basis.

Work-in- progress is valued at the item rate contracts in case of completion of activity by project department, in case where the Work-in- progress is not on item rate contract stage then item rate contracts are reduced by estimated margin or estimated cost of completion and/or estimated cost necessary to make the item rates equivalent to Stage of Work-in- progress.

2.13. Leases

Where the Company is the lessee

A lease is classified at the inception date as a finance lease or an operating lease. Payments made under Leases, being in the nature of operating leases, are charged to statement of Profit and Loss on straight line basis as per terms of the Lease Agreement over the period of lease.

Finance leases are capitalized as assets at the commencement of the lease, at an amount equal to the fair value of leased asset or present value of the minimum lease payments, whichever is lower, valued at the inception date. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

Finance charges are recognized as finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing cost. A leased asset is amortized over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is amortized over the shorter of the estimated useful life of the asset and the lease term.

2.14. Employee benefits

Short Term:

All employee benefits payable within twelve months rendering services are classified as short term employee benefits.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered the service entitling them to the contribution.

Long Term:

Provident Fund: The contribution to provident fund is in the nature of defined contribution plan. The Company makes contribution to statutory provident fund in accordance with the Employees Provident Fund and Miscellaneous Provisions Act, 1952. The contribution paid or payable is recognized as an expense in the period in which services are rendered.

Gratuity: The cost is determined using the projected unit credit method with actuarial valuation being carried at cash at each Balance Sheet date by an independent actuary. The retirement benefits obligation recognized in the Balance Sheet represent the present value of defined benefit obligation as adjusted for recognized past service cost

Actuarial gains and losses are recognized in full in the other comprehensive income for the period in which they occur.

Other long term employee benefits:

The cost of long term employee benefits is determined using project unit credit method and is present value of related obligation, determined by actuarial valuation made on Balance Sheet date by an independent actuary. The unrecognized past service cost and actuarial gain & losses are recognised immediately in the Statement of Profit & Loss in which they occur.

2.15. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.16. Segment reporting

The Chief Operational Decision maker monitors the operating results of its business segments separately for the purpose of decision-making about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

The operating segments have been identified on the basis of the nature of products/services.

1. Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter-segment revenue.
2. Expenses which are directly identifiable with/allocable to segment are considered for determining the segment result. Expenses which relate to the company as a whole and not allocable to any segment are included under unallocable expenditure.
3. Income which relates to the group as a whole and not allocable to segments is included in unallocable income.
4. Segment results include margins on inter-segment and sales which are reduced in arriving at the profit before tax of the company.
5. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the company as a whole and not allocable to any segment.

2.17. Earnings per share:

Basic earnings per equity share is computed by dividing the net profit attributable to the equity shareholders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity shareholders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue, buy back of shares, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

2.18. Taxation

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income. Current income tax is charged at the end of reporting period to profit & loss.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

2.19. Impairment of Financial Assets

The group recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not at fair value through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain or loss in the statement of profit or loss.

2.20. Impairment of Non-Financial Assets

Intangible assets and property, plant and equipments are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an Individual

asset basis unless the asset does not generate cash flows that are largely Independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset.

An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.21. Claims & Counter Claims

Claims and counter claims including under arbitrations are accounted for on their final Settlement/award. Contract related claims are recognized when there is a reasonable certainty.

2.22. Provisions, Contingent Liabilities and Assets

Provisions

Provisions are recognised when the company has present obligations (legal or constructive) as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

The expense relating to a provision is presented in the statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, wherever appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet date.

Contingent liabilities and assets

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimates of the obligation cannot be made.

Contingent assets are disclosed where an inflow of economic benefit is probable. An entity shall not recognise the contingent assets unless the recovery is virtually certain.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

2.23. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition

The group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Subsequent measurement

A. Financial Assets

For the purpose of subsequent measurement, financial assets are classified in three broad categories:

(i) Financial Assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

B. Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition:-

A. Financial Assets

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognized when:

- (i) The contractual right to receive cash from the assets have expired, or
- (ii) The company has transferred its right to receive cash from the financial assets and substantially all the risks and rewards of ownership of the asset to another party.

B. Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Reclassification of financial assets

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities.

2.24. Foreign currencies

i. Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii. Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date.

iii. Exchange differences:

The company accounts for exchange differences arising on translation/settlement of foreign currency monetary items by recognizing the exchange differences as an income or expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

2.25. Fair Value Measurement

The group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Entity uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

3. Critical accounting estimates and Judgements

i. Estimated useful life of intangible assets and property, plant and equipments

The group assesses the remaining useful lives of Intangible assets and property, plant and equipments on the basis of internal technical estimates. Management believes that assigned useful lives are reasonable.

Before transition to IND AS, the company has revised the useful life of the assets during financial year 2014-15 in accordance with Schedule II of Companies Act, 2013 and the impact of change in life is considered in opening carrying values of that year.

ii. Income taxes:

Deferred tax assets are recognised for the unused tax credit to the extent that it is probable that taxable profits will be available against which the losses will be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

iii. Defined benefit plans and other long term benefits :

The cost of the defined benefit plan and other long term benefit and their present value are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discounting rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The most sensitive is discount rate. Future salary increases and gratuity increases are based on expected future inflation rates.

iv. Contingent liabilities:

Management judgment is required for estimating the possible outflow of resources, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy. The management believes the estimates are reasonable and prudent.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 4 : Property, plant & equipment

(₹ In lakhs)

Particulars	Freehold Land	Buildings	Plant & equipment	Furniture & fixtures	Vehicles	Office equipment	Computers	Temporary Constructions	Total
Gross carrying value									
At April 1, 2018	202.69	653.46	51,401.09	320.11	2,446.53	748.37	441.30	1,737.25	57,950.80
Addition during the year	54.70	-	28,369.28	100.85	924.33	228.87	139.50	6.72	29,824.25
Disposal/Adjustments	-	-	797.50	2.62	78.51	0.10	-	53.57	932.30
As at March 31, 2019	257.39	653.46	78,972.87	418.34	3,292.35	977.14	580.80	1,690.40	86,842.75
Accumulated Depreciation									
At April 1, 2018	-	64.02	14,208.48	74.22	516.85	282.16	378.14	1,503.71	17,027.57
For the year	-	19.64	8,080.10	39.04	329.43	143.04	98.41	125.36	8,835.02
Disposal/Adjustments	-	-	594.36	2.23	70.44	0.02	-	22.50	689.55
As at March 31, 2019	-	83.66	21,694.22	111.03	775.84	425.18	476.55	1,606.57	25,173.04
Net carrying value as at March 31, 2019	257.39	569.80	57,278.65	307.31	2,516.51	551.96	104.25	83.83	61,669.71

(₹ In lakhs)

Particulars	Freehold Land	Buildings	Plant & equipment	Furniture & fixtures	Vehicles	Office equipment	Computers	Temporary Constructions	Total
Gross carrying value									
At March 31, 2017	202.69	653.46	40,000.01	240.76	1,521.54	535.68	344.68	1,642.30	45,141.11
Addition during the year	-	-	11,569.73	79.35	976.96	212.85	97.03	94.95	13,030.87
Disposal/Adjustments	-	-	168.65	-	51.97	0.16	0.41	-	221.19
As at March 31, 2018	202.69	653.46	51,401.09	320.11	2,446.53	748.37	441.30	1,737.25	57,950.80
Accumulated Depreciation									
At March 31, 2017	-	42.69	7,869.23	42.27	300.61	167.02	295.67	1,302.58	10,020.08
Addition during the year	-	21.33	6,403.81	31.95	238.80	115.17	82.66	201.13	7,094.86
Disposal/Adjustments	-	-	64.57	-	22.57	0.03	0.20	-	87.36
As at March 31, 2018	-	64.02	14,208.48	74.22	516.85	282.16	378.14	1,503.71	17,027.57
Net carrying value as at March 31, 2018	202.69	589.44	37,192.61	245.89	1,929.67	466.21	63.17	233.54	40,923.22

Notes:

- (i) Property, plant and equipment hypothecated/pledged as security except as project assets.
- (ii) Borrowing cost capitalised during the period is nil (Previous year is Nil).
- (iii) Gross carrying value is based on the Net carrying value (Deemed Cost) as on the transition date i.e. 01.04.2015.
- (iv) Refer to Note No. 41 for disclosure of Contractual Commitment for the acquisition of Property, Plant & Equipments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 5 : Capital Work In Progress

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Capital Work in Progress		
Opening Cost	1,113.64	781.62
Addition during the year	614.41	1,113.64
Capitalized/Adjustments during the year	(1,107.55)	(781.62)
Total	620.50	1,113.64

Note 6 : Intangible assets

(₹ In lakhs)

Particulars	Computer software	Mining Lease	Concession Rights	Goodwill on Consolidation	Total
Gross carrying value*					
As at April 1, 2018	290.70	-	239,180.46	4.17	239,475.33
Addition during the year	61.85	33.53	-	69.29	164.67
Disposals/Adjustments	-	-	-	-	-
As at March 31, 2019	352.55	33.53	239,180.46	73.46	239,640.00
Amortisation					
As at April 1, 2018	130.35	-	52,394.45	-	52,524.80
For the year	55.44	2.19	25,343.45	-	25,401.08
Disposals/Adjustments	-	-	-	-	-
As at March 31, 2019	185.79	2.19	77,737.90	-	77,925.88
Net carrying value as at March 31, 2019	166.76	31.34	161,442.56	73.46	161,714.12

(₹ In lakhs)

Particulars	Computer software	Mining Lease	Concession Rights	Goodwill on Consolidation	Total
Gross carrying value*					
As at March 31, 2017	284.33	-	239,180.46	2.70	239,467.49
Addition during the year	6.51	-	-	1.47	7.98
Disposals/Adjustments	0.14	-	-	-	0.14
As at March 31, 2018	290.70	-	239,180.46	4.17	239,475.33
Amortisation					
As at March 31, 2017	84.17	-	34,021.73	-	34,105.90
For the year	46.27	-	18,346.64	-	18,392.91
Disposals/Adjustments	0.09	-	(26.08)	-	(25.99)
As at March 31, 2018	130.35	-	52,394.45	-	52,524.80
Net carrying value as at March 31, 2018	160.35	-	186,786.01	4.17	186,950.53

*Gross carrying value is based on the net carrying value (Deemed Cost) as on transition date i.e. 01.04.2015.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 7 : Non-Current Investments

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Equity Shares fully paid-up:		
(i) Investment in Associates*		
67,900,000 equity shares (Previous Year 67,900,000) of Ghaziabad Aligarh Expressway Private Limited of ₹ 10/- each (Face value ₹ 10/- each)		
Opening Carrying value	2,863.80	3,460.75
Add/(Less)- Profit/Loss of Associate	69.93	(596.95)
Closing Carrying value	2,933.73	2,863.80
(ii) Investment in Others		
555,370 equity shares (Previous Year 555,370) of Indian Highways Management Company limited of ₹ 10/- each (Face value ₹ 10/- each)	55.54	55.54
Total	2,989.27	2,919.34

Particulars	As at March 31, 2019	As at March 31, 2018
Aggregate book value of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate book value of unquoted investments	2,989.27	2,919.34
Provision for diminution in value of investments	-	-
Total	2,989.27	2,919.34

Out of the Investments of the Company following investments are pledged with the Financial Institutions/Banks for security against the financial assistance extended to the companies under the same management and others:

Name of the Company	Relationship	As at March 31, 2019	As at March 31, 2018
Ghaziabad Aligarh Expressway Private Limited*	Associate	14,955,240	14,955,240

*The Company has entered into a Share Purchase Agreement (SPA) dated 4th May 2019 with a Purchaser inter alia, with Cube Highways and Infrastructure Pte Ltd. ("Cube Highways") for sale of its entire stake i.e. 2,93,24,000 Equity shares, representing (15.12%) of the total shareholding in Ghaziabad Aligarh Expressway Highways Private Limited (GAEPL), "associate" of the company.

As per the proposed transaction the Enterprise value of the entire project is ₹ 1,834 Crores however the equity value of proposed transaction is subject to adjustments of debt and other capital and operational cost at closing date and hence net consideration receivable is not ascertainable at this stage.

Additionally, PNC Infra Holdings Limited, a 100% wholly owned subsidiary of PNC Infratech Limited, holding 3,85,76,000 equity shares representing (19.88%) of the total share holding in Ghaziabad Aligarh Expressway Highways Private Limited has also entered into the aforementioned Share Purchase Agreement for disinvestment of its entire stake in GAEPL to Cube Highways.

In view of the company the aforesaid Enterprise value will sufficiently cover the stake of the company and it will improve the liquidity of the company and augment resources for funding present & future projects.

The valuation date for sale as per the SPA is 31st December 2018. However, the company has continued the existing practice of following the associate method of accounting for its investment in GAEPL for the financial year ended 31st March 2019. Any negative/positive impact, if any of its share of profit/loss in GAEPL for the period 1st January to 31st March 2019 will be adjusted on closure of the transaction.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 8 : Non Current trade receivable

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Receivables considered good-unsecured	219,596.88	164,026.01
Total	219,596.88	164,026.01

Note 9 : Other Non-current financial assets

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Other Bank balances (having maturity of more than 12 months)*		
-Term deposits as margin money for bank guarantees	113.72	496.04
-Earnest money deposits (in the form of term deposits, NSC etc)	2.84	28.06
Share Warrants in Ghaziabad Aligarh Expressway Pvt. Limited# (Unsecured, Considered good unless otherwise stated)	8,754.83	7,679.67
Retentions & Security Deposits		
With government departments & other clients	10,333.55	7,671.79
with related parties	824.23	824.23
with others	67.13	75.38
Total	20,096.30	16,775.17

* For details refer to Note no. 15 (ii)

The share warrants are convertible into equity shares or unsecured Debentures as per the following condition:

- 9.1 Warrants entitle the Warrant-holder to subscribe to one equity share of ₹ 10/- (Face Value of ₹ 10/- per share) in the Company (GAEPL) for each warrant held by the Warrant-Holder, subject to a re-characterisation event not having taken place on the maturity of the Warrants, that is, at the end of the Tenure (60 months). If the Warrant-holder opts not to subscribe to equity shares in the Company (GAEPL), the amount paid on the Warrants will be fully forfeited, and thereupon, the Warrant will be deemed to have expired.
- 9.2 In case of re-characterisation event taking place as per terms of the issue, the warrant shall be deemed to have been converted into unsecured debenture.

On occurrence of any of the following events, the Warrants shall, on and from the notification Date (provided for below), be deemed to have been converted into Debt Obligations, with features provided for herein::

- Change of control over the Company (GAEPL).
- The Company (GAEPL) not achieving Final COD for its project within 2.5 years from the date of the issuance of the Warrants.
- The Company (GAEPL) not achieving revenue and/or Cash accrual as per the Projected cash flow with a (+/-) 20% variation.

The tenure of debenture shall be 17 years from the date of issue. The debenture shall carry interest @ 14% p.a. payable only when the company (GAEPL) has distributable cash profits.

Regarding improvement in liquidity, refer to Note No. 7.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 10 : Deferred Tax

10.1 The balance comprises temporary differences attributable to:

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Deferred Tax Assets		
Trade payables	26,123.38	30,534.19
Trade Recievables	250.29	-
Property, Plant & Equipments	19.83	-
Intangible Assets	23,860.27	-
Retention Assets	139.58	125.24
Retention Liabilities	333.32	-
Deferred Retention Liabilities	-	56.87
Gratuity & Leave encashment	446.08	286.58
Pre IPO & Preoperative Expenses	14.52	22.11
Borrowings	12.61	-
Major Maintenance	5,468.11	3,536.24
Total Deferred Tax Assets	56,667.99	34,561.24
(b) Deferred Tax Liabilities		
Retention Liabilities	-	46.76
Investments	104.31	19.44
Deffered Retention Assets	136.96	130.26
Deferred Retention Liabilities	330.79	-
Gratuity & Leave encashment	6.28	-
Property, Plant & Equipments	365.74	47.08
Pre IPO & Preoperative Expenses	4.56	-
Intangible Assets	21,016.25	516.06
Trade Recievables	31,425.03	32,408.50
Borrowings	50.05	44.40
Total Deferred Tax Liabilities	53,439.97	33,212.50
Receivable from government authorities incl. MAT	17,267.31	16,320.01
Net Deferrred Tax Assets/(Liabilities)	20,495.33	17,668.76

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

10.2 Movement in Deferred tax (Liabilities)/Assets

Particulars	Trade Payables	Property, plant & Equipments	Retention Assets	Deferred Retention Liabilities	Gratuity & Leave encashment	Pre IPO & Preoperative Expenses	Major Maintenance	Retention Liabilities	Investments	Deferred Retention Assets	Intangible Assets	Trade Receivables	Borrowings	Total
At April 1, 2017	34,085.56	28.28	706.32	7.32	205.28	13.99	1,881.20	(8.20)	(7.68)	(701.54)	(2,513.13)	(33,479.28)	(61.81)	156.31
(Charged)/credited:-														
-to profit & loss	(3,551.37)	(75.36)	(581.08)	49.55	95.06	8.12	1,655.04	(38.56)	(11.76)	571.28	1,997.07	1,070.78	17.41	1,206.20
-to Other Comprehensive Income					(13.76)									(13.76)
At March 31, 2018	30,534.19	(47.08)	125.24	56.87	286.58	22.11	3,536.24	(46.76)	(19.44)	(130.26)	(516.06)	(32,408.50)	(44.40)	1,348.75
(Charged)/credited:-														
-to profit & loss	(4,410.81)	(298.83)	14.34	(387.66)	204.31	(12.15)	1,931.87	380.08	(84.87)	(6.70)	3,360.08	1,233.76	6.96	1,930.37
-to Other Comprehensive Income					(51.09)									(51.09)
At March 31, 2019	26,123.38	(345.91)	139.58	(330.79)	439.80	9.96	5,468.11	333.32	(104.31)	(136.96)	2,844.02	(31,174.74)	(37.44)	3,228.02

10.3 Movement in Minimum Alternate Tax (MAT)

Particulars	Amount
At April 1, 2017	11,343.49
(Charged)/credited:-	
-to profit & loss	(1,875.90)
-to Mat Credit Availability/Utilisation	6,852.42
At March 31, 2018	16,320.01
(Charged)/credited:-	
-to profit & loss	(677.78)
-to Mat Credit Availability/Utilisation	1,625.08
At March 31, 2019	17,267.31

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 11 : Other Non Current Assets

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Advance tax & tax deducted at source (Net)*	7,080.98	4,057.11
Tax & Duty deposited under protest	713.15	1,314.22
Advances Other than Capital Advance		
Balance with Government authorities	32,247.09	8,228.20
Mobilization advance to sub-contractors	924.19	682.32
Deferred Retention		
a. Held with departments	255.81	345.41
b. Held with related party	-	-
c. Others	-	4.10
Others		
Deferred Share warrant Assets	3,050.14	4,125.30
Miscellaneous Expenditure:		
Preliminary expenses	-	2.88
Total	44,271.36	18,759.54

*The refund receivable for certain years, are held up by tax authorities for verification of TDS certificates internally or with other issuing departments.

Note 12 : Inventories

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Raw Materials (construction material)	32,437.13	14,053.93
Raw Material in transit	36.75	71.26
Work-in-progress	3,430.83	712.39
Stores and spares	4,450.38	2,737.49
Total	40,355.09	17,575.07

Note 12.1: Bifurcation of Raw Material and WIP under broad heads:

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Raw material		
Bitumen	208.81	194.15
Cement	2,139.04	858.65
Steel	6,862.37	3,464.98
Stone,Grit and Sand	18,024.73	7,622.09
High speed diesel and Fuel oil	2,092.84	417.53
Others	3,109.34	1,496.53
	32,437.13	14,053.93
Work-in-progress		
Road	3,430.83	712.39
	3,430.83	712.39

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 13 : Current Investment

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Investments In Mutual Funds		
Axis Mutual Fund- 55,058.533 Units (P.Y. 1,86,52,053.077 Units)	1,141.65	3,663.56
Kotak Money Market Fund- 2,09,945.882 Units (Previous year Nil)	6,480.10	-
HDFC Liquid Fund Investment- 3,74,445.353 Units (P.Y. 13,51,271.916 Units)	13,773.17	10,219.09
Kotak low duration Funds 9,551.354 Units (P.Y. 6,020.838 Units)	227.04	131.68
BOB Treasury Adv Fund 74,182.513 Units (P.Y. Nil)	1,642.05	-
Total	23,264.01	14,014.33

Particulars	As at March 31, 2019	As at March 31, 2018
Aggregate book value of quoted investments	22,847.85	13,946.33
Aggregate market value of quoted investments	23,264.01	14,014.33
Aggregate book value of unquoted investments	-	-
Provision for diminution in value of investmentS	-	-
	23,264.01	14,014.33

Note 14 : Trade Receivables

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Receivables considered good-unsecured		
Related Parties	2,023.44	1,206.20
Others	49,917.82	58,247.28
Total	51,941.26	59,453.48

Note 15 : Cash & Bank Balance

(i) Cash & Cash Equivalents

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cash & Cash Equivalents		
Cash on hand	500.38	378.32
Bank Balances with Scheduled Bank:		
In Current Account	11,335.24	13,660.94
In Term Deposits (Less than 3 months)	17,905.00	360.02
Total	29,740.62	14,399.27

(ii) Other Bank Balance

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(with maturity less than 3 months maturity)		
Earmarked Term deposits as Margin money for bank guarantee	1,198.45	681.16
Earnest money deposits (in the form of term deposits, NSC etc)	291.27	163.72
(with maturity more than 3 months but upto 12 months)		
Earmarked Term deposits as Margin money for bank guarantee	3,944.96	3,253.57
Earnest money deposits (in the form of term deposits, NSC etc)	320.43	19.02
Fixed Deposits	5,345.00	-
	11,100.11	4,117.47
Current Account		
Earmarked balances-unclaimed dividend	0.42	0.25
Total	11,100.53	4,117.72

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

FDR having original maturity more than twelve months but maturing within twelve months from the Balance sheet date amounting to ₹ 1,019.87 Lakhs (P.Y. ₹ 431.98 Lakhs)

Details of FDR kept as security

Particulars	(₹ In lakhs)	
	As at March 31, 2019	As at March 31, 2018
Fixed deposits as Margin money on bank guarantee		
Under lien in favour of Banks as margin deposits for letter of credit and Bank Guarantees	5,257.13	4,430.77
Earnest money (in form of term deposits) deposits in favour of customer	614.54	210.81
Fixed Deposits (With maturity less than 3 months)	5,345.00	-
Add: Interest accrued but not due on margin money & Earnest money deposit	228.67	191.68
Less: Interest accrued but not due on margin money & Earnest money deposit	(228.67)	(191.68)
Total Deposits	11,216.67	4,641.58
Deposits having more than 12 months maturity from reporting date		
Fixed Deposits	113.72	496.05
Earnest Money Deposits	2.84	28.06
Total Non-Current Deposits	116.56	524.11
Total Current Deposits	11,100.11	4,117.47

Note 16 : Loans

Particulars	(₹ In lakhs)	
	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good unless otherwise stated		
Loans and advances to related parties*	8,285.09	5,139.24
Total	8,285.09	5,139.24

*The company has given unsecured loan to its associate for financial assistance.

Note 17 : Other current financial assets

Particulars	(₹ In lakhs)	
	As at March 31, 2019	As at March 31, 2018
Retentions & Security Deposits		
with government and other clients	8,463.19	6,502.07
with others	0.91	102.11
Balance with Government Authorities		
Others	679.54	12.85
Interest accrued but not due on Margin money & Earnest money deposits	228.67	191.68
Total	9,372.31	6,808.71

Note 18 : Other Current Assets

Particulars	(₹ In lakhs)	
	As at March 31, 2019	As at March 31, 2018
Retentions & Security Deposits-unsecured, considered good unless otherwise stated		
with government and other clients	48.13	-
Balance with Government Authorities	7,348.85	11,155.67
Mobilization advance to sub-contractors	877.84	682.32
Advances to suppliers/Contractors		
Unsecured, considered good	8,751.45	5,529.16
(+) Doubtful	-	35.42
(-) Provision for Doubtful advances	-	(35.42)
Other advances	2,898.43	2,182.44
Deferred Retentions	-	9.39
Total	19,924.69	19,558.98

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 19 : Share Capital

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised		
Equity Shares of ₹ 2/- each		
27,50,00,000 (Previous Year 27,50,00,000)	5,500.00	5,500.00
	5,500.00	5,500.00
Issued ,Subscribed & Fully Paid up		
Equity Shares of ₹ 2/- each		
25,65,39,165 (Previous Year 25,65,39,165)	5,130.78	5,130.78
	5,130.78	5,130.78

A. Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period:

	Year Ended March 31, 2019"	Year Ended March 31, 2018"
	Nos.	Nos.
Opening	256,539,165	256,539,165
Add: Issued during the year	-	-
Less: Deductions during year	-	-
Closing	256,539,165	256,539,165

B. Details of shares held by Shareholders holding more than 5% in the Parent Company:

Particulars	As at March 31, 2019		As at March 31, 2018	
	No of Shares	% Holdings	No of Shares	% Holdings
NCJ Infrastructural Consultants	25,534,008	9.95	26,683,500	10.40
NCJ Infrastructural Private Limited*	24,765,000	9.65	24,765,000	9.65
Naveen Kumar Jain	18,096,000	7.05	18,096,000	7.05
Madhavi Jain	17,998,500	7.02	17,998,500	7.02
Yogesh Kumar Jain	16,794,000	6.55	16,794,000	6.55
Pradeep Kumar Jain	15,349,500	5.98	15,349,500	5.98
HDFC Mutual Fund	14,971,550	5.84	16,153,820	6.30

C Rights and restrictions attached to equity shares

The Parent Company has only one class of equity shares having a par value of ₹ 2/- per share. Each shareholder is eligible for one vote per share held. In case any dividend is proposed by the Board of Directors the same is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of Interim Dividend. There are no restrictions attached to Equity Shares after the issue of 1,29,21,708 shares, prior to the IPO, the equity shares were subject to restriction as per investment agreement dated 11th January 2011 and subsequent amendment thereto.

D There are no bonus shares/shares issued for consideration other than cash and no Shares have been brought back during the period of five years immediately preceding five years.

*Pursuant to order Dt. 01.06.2018, the merger of PPPL Construction Private Limited (PPPL) into NCJ Infrastructural Private Limited (NCJ), 2,39,21,250 equity shares of PPPL have been considered in NCJ Infrastructural Private Limited.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 20 : Other Equity

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Securities premium		
Opening Balance	59,009.67	59,009.67
(+) Addition During the year	3.07	-
Closing Balance	59,012.74	59,009.67
General Reserve		
Opening Balance	128.96	198.33
(-) Adjustment during the year	-	(69.37)
Closing Balance	128.96	128.96
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	104,601.78	81,764.35
(+) Net Profit for the year	35,137.31	24,300.76
- Remeasurement of Defined Benefit Obligation	94.72	24.57
Amount available for appropriation	139,644.37	106,040.54
(-) Final Dividend paid on Equity Shares	1,282.70	1,282.70
(-) Dividend Distribution tax	263.72	327.88
(+) Adjustment during the year	1.62	171.82
(+) Arising on account of consolidation	66.23	-
Closing Balance	138,165.80	104,601.78
Total	197,307.50	163,740.41

Note 20.1 : Remeasurement of Defined Benefit Obligation

This is the item of comprehensive income directly booked in retained earnings.

Note 20.2 : Nature and purpose of Reserves

Securities Premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

General Reserve

This represents appropriation of profit by the company.

Retained Earnings

This comprises company's undistributed profit after taxes.

Note 21 : Long Term Borrowings

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Secured		
Term loans -from banks (For Maturity Pattern refer details below)	246,447.28	181,618.36
Term loans -from NBFCs (For Maturity Pattern refer details below)	5,059.99	2,654.07
Total	251,507.27	184,272.43

The requisite particulars in respect of secured borrowings are as under:

Particulars	Total Loan Outstanding	Non - Current Maturity	Current Maturity*
Term Loan From Banks	268,635.22	246,447.28	22,187.94
	(196,227.70)	(181,618.36)	(14,609.34)
Term Loan from NBFC	6,934.94	5,059.99	1,874.94
	(3,610.69)	(2,654.07)	(956.62)
Total	275,570.15	251,507.27	24,062.88
	(199,838.40)	(184,272.43)	(15,565.96)

*For details refer to Note no. 28

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Common Conditions:-

- (i) The above loans are secured by way of hypothecation of asset financed out of said loans.
- (ii) The above loans are repayable in monthly installment over the period of loan.
- (iii) Figures in brackets represent previous year figures.
- (iv) A first mortgage and charge on all the borrowers immovable properties both present and future save and except the project assets.
- (v) A first charge by way of hypothecation of the borrower movable, including current and non current assets save and except the project assets.
- (vi) A first charge on borrowers receivables save and except the project assets.
- (vii) A first charge over all the bank accounts of the borrower, the escrow account, sub accounts, major maintenance account debt service reserve account.
- (viii) A first charge on all the intangible assets excluding the project assets
- (ix) A first charge by way of assignment or otherwise creation of security interest in all the rights, title, interests, benefits, claims and demands.

Specific Conditions:

Subsidiary Name	Other Condition	Repayment Schedule
MP Highways (P) Limited	Pledge of equity shares held by the sponsor aggregating to 51%.	Borrowings are repayable in 115 unequal monthly installments which commenced from september 2013.
PNC Bareilly Nainital Highways (P) Limited	Pledge of equity shares held by the sponsor aggregating to 51%.	Borrowings are repayable in 115 unequal monthly installments which commenced from september 2013.
PNC Raebareli Highways (P) Limited	Pledge of equity shares of the borrower shall be reduced from 51% to 26% subject to compliance of all the provisions of financing documents.	The loan is repayable in 25 unequal half yearly installments commencing from July 2017.
PNC Rajasthan Highways (P) Limited	Pledge of shares held by the promoter and or any other person aggregating to 30%.	The loan is repayable in 24 unequal half yearly installments commencing after 6 months from date of Scheduled completion date .
PNC Kanpur Highways Limited	Pledge of equity shares held by the sponsor aggregating to 51%	The loan is repayable in 96 unequal monthly installments commencing from January 2016.
PNC Delhi Industrialinfra (P) Limited	Pledge of equity shares held by the sponsor aggregating to 51%	The loan is repayable in 121 unequal monthly instalments commencing from December 2013.
PNC Chitradurga Highways (P) Limited	Pledge of equity shares held by the sponsor aggregating to 51%	The loan is repayable in 24 unequal half yearly installments commencing after 6 months from date of Scheduled completion date .
PNC Bundelkhand Highways (P) Limited	Pledge of equity shares held by the sponsor aggregating to 51%	The loan is repayable in 26 unequal half yearly installments commencing after 6 months from date of Scheduled completion date .
PNC Khajuraho Highways (P) Limited	Pledge of equity shares held by the sponsor aggregating to 30%	The loan is repayable in 24 unequal half yearly installments commencing after 6 months from date of Scheduled completion date .

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 22 : Trade Payables

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Dues of parties other than Micro & Small enterprises	83,728.71	98,816.16
Total	83,728.71	98,816.16

Note 23 : Other Non current financial Liabilities

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Retention from contractors/suppliers	11,077.22	6,482.03
Capital Creditors	-	4,200.92
Security received from contractor/suppliers	42.82	42.93
Interest payable	-	2,293.72
Total	11,120.04	13,019.60

Note 24 : Long Term Provisions

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits*		
Gratuity (Funded)	669.09	405.07
Gratuity (Unfunded)	12.64	4.92
Leave Encashment (Unfunded)	315.86	155.08
Other Provisions		
Major Maintenance**	17,510.08	11,431.22
Total	18,507.67	11,996.29

* For details refer to Note no. 47.

** The company has a constructive obligation to maintain and manage the revenue generating infrastructure due to which it is probable that economic resources will be required to settle the obligation. The management estimated the carrying amount of provisions of major maintenance that are subject to change to actual maintenance to be held in prospective years.

Note 24.1: Movement of provision for Major Maintenance

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Carrying amount at the beginning of the year	11,431.22	6,071.74
Additional provision made during the year	6,078.86	5,359.48
Amount used during the year	-	-
Amount reversed during the year	-	-
Carrying amount at the end of the year	17,510.08	11,431.22

Note 25 : Other non current liabilities

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Advance from customers	42,890.14	15,351.80
Deferred Retentions	946.83	203.02
Total	43,836.97	15,554.82

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 26 : Short Term Borrowings

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured		
Loan repayable on demand from Related party	1,949.67	2,250.67
Total	1,949.67	2,250.67

Note 27 : Trade Payables

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Dues of Micro & Small enterprises* (Refer to Note no. 27.1)	375.49	-
Dues of parties other than Micro & Small enterprises	47,503.56	47,268.66
Total	47,879.05	47,268.66

Note 27.1 : Based on available information, the outstanding is to the extent of information received by Company under the Micro, Small & Medium Enterprises Development Act 2006 as below:

Particulars	As at March 31, 2019	As at March 31, 2018
-Principal amount due to suppliers	375.49	-
-Interest accrued due to suppliers on the above amount and unpaid.	-	-
-The amount of interest paid by the company in terms of Section 16 of the MSMED Act 2006, along with the amount of the payment made to the supplier beyond the appointed date during each accounting year.	-	-
-The amount of interest due and payable for the period of delay in making payment(which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
-Interest accrued and remaining unpaid at the end of the each accounting year.	-	-
-Amount of further interest remaining due and payable in succeeding years,until such date when the interest dues above are actually paid to small enterprise, for the purpose of disallowance of a deductible expenditure u/s 23 of MSMED Act, 2006	-	-

Note 28 : Other financial Current Liabilities

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Current maturities of long-term debt		
From Banks	22,187.94	14,609.34
From NBFCs	1,874.94	956.62
Total Current maturity of long term debt*	24,062.88	15,565.96
Others		
Due to employees	2,177.04	1,556.61
Creditors - Capital Goods	6,809.76	2,089.38
Retention money payable	6,273.65	1,592.81
Expenses payable	7,002.17	7,163.06
Total Others	22,262.62	12,401.86
Total	46,325.50	27,967.82

*For details refer to Note no. 21

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 29 : Other current liabilities

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Advance received from contract customers & others	14,827.20	14,362.75
Statutory dues	1,403.86	3,669.23
Deferred Retentions	-	468.00
Total	16,231.06	18,499.98

Note 30 : Short Term Provisions

(₹ In lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Provisions for Income Tax	1,595.34	1,389.74
Provision for employee benefits*		
Gratuity (Funded)	236.73	233.55
Gratuity (Unfunded)	1.33	0.44
Leave Encashment (unfunded)	79.22	60.56
Total	1,912.62	1,684.29

* Refer to Note no. 47

Note 31 : Revenue from operations

(₹ In lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Contract Revenue*	300,413.99	177,100.67
Toll collection	54,814.83	48,501.59
Other operating revenues		
Sale of material and others	1,288.20	2,568.79
Sale of scrap material	123.78	219.57
Other	3,953.34	628.88
Interest on annuity receivable	16,841.68	12,119.79
Total	377,435.82	241,139.29

*This includes Bonus of ₹ 3,373.11 Lakhs (Previous year is ₹ 5,823.27 Lakhs) received from UPEIDA on early completion of project and Arbitration award of ₹ 164.35 Lakhs (Previous year is Nil) received from AFS Jorhat.

Bifurcation of Contract Revenue is as under:

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Contract		
Road	290,391.22	156,069.01
Airport Runways	9,515.32	16,953.82
Power Projects	102.37	1,060.17
Others	405.09	3,017.66
	300,413.99	177,100.67

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 32 : Other Income

(₹ In lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest Income:		
From Bank	767.34	370.31
From Others*	493.56	295.78
Gain on disposal of Fixed Asset (Net)	1,264.57	38.92
Profit on sale of Investments (Net)	39.63	8.93
Gain on fair valuation of Investments	416.16	68.00
Profit on sale of Mutual funds	977.15	797.29
Other non-operating income (net of expenses) (including income arising on account of fair valuation of Retention money)	703.16	855.79
Total	4,661.57	2,435.02

*Includes Interest on Income Tax Refund of ₹ 385.36 Lakhs (Previous year is ₹ 6.61 Lakhs).

Note 33 : Cost of material consumed

(₹ In lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Cost of Material Consumed	145,931.91	85,037.30
Total	145,931.91	85,037.30

Note 34 : Employee Benefit Expense

(₹ In lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Salaries and Wages	20,907.64	13,726.38
Contributions to - Provident fund & other funds	579.01	487.33
Staff welfare expenses	88.06	208.41
Total	21,574.71	14,422.12

Note 35 : Finance Cost

(₹ In lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest expense on:		
Loan	24,105.03	29,932.05
Retention money	9,398.10	19.02
Other borrowing costs		
Loan processing charges	54.96	20.04
Guarantee charges	1,010.07	586.99
Other	230.19	372.86
Total	34,798.35	30,930.96

Note 36 : Depreciation and Amortization expenses

(₹ In lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Depreciation on Property, Plant and Equipment	8,828.16	7,094.86
Amortization on Intangible Assets	25,407.94	18,396.30
Amortization of Security Deposits	410.14	689.94
Total	34,646.24	26,181.10

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 37 : Other Expenses

(₹ In lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Consumption of Stores & Spares*	4,937.09	2,511.82
Power & Fuel	1,023.73	839.00
Contract Paid incl. construction cost	66,117.49	38,015.49
Hire charges of Machineries	907.79	939.03
Other Manufacturing & Construction expenses	2,398.06	3,268.82
Rent (Refer to Note no. 43)	926.05	481.24
Insurance	754.09	475.17
Repairs to Buildings	190.55	29.07
Travelling and Conveyance	385.59	367.05
Postage & Telephone	20.30	12.07
Legal & Professional Expenses	1,202.20	691.24
Rates and Taxes**	20,213.59	8,629.98
Printing & Stationery	14.13	10.89
Auditor's Remuneration		
Audit Fees	38.07	39.71
For Reimbursement of Expenses	-	1.61
Donation to Political Party	500.00	-
Advertisement Expenses	4.75	0.67
Tender & Survey Expenses	145.12	83.04
Hire charges of Vehicles	66.36	89.92
Director's sitting fees	6.50	6.90
Provision for Doubtful Debts	332.50	-
Pre Initial Public Offer/Private Equity & Preliminary Expenses written off	9.86	-
Corporate Social Responsibility***	432.90	362.04
Miscellaneous and General Expenses****	2,543.11	2,550.91
Major Maintenance Cost	6,078.86	5,364.51
Total	109,248.69	64,770.17

* Being all material repair jobs are done in-house, the expenses of repair to plant and machinery are not significant, and also because numerous repair jobs are done and it is difficult to segregate the repair

** Includes Sales/Works contract tax and GST (net) of ₹ 18,042.68 lakhs (Previous year ₹ 6,515.79 lakhs)

*** CORPORATE SOCIAL RESPONSIBILITY

The Company planned towards CSR activities at least two per cent of the average net profits of the company made during the three immediately preceding financial years. Accordingly Company was required to spend ₹ 420.00 Lakhs (P.Y. ₹ 357.00 lakhs) for the Financial Year 2018-19 and the Company has spent ₹ 432.90 Lakhs (P.Y. ₹ 362.04 Lakhs).

****Includes Foreign Exchange Gain of ₹ 275.11 lakhs (P.Y. ₹ 874.19 Lakhs).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 38 : Tax Expense

A. Income Tax Expenses

(₹ In lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
(a) Current tax		
Current tax on profit for the period	9,650.53	5,409.45
Adjustments for current tax of prior periods	(6,577.03)	(4,992.38)
Total Current tax expense	3,073.50	417.07
(b) Deferred tax		
Decrease/(Increase) in deferred tax assets	500.65	-
(Decrease)/Increase in deferred tax Liabilities	(2,065.38)	(1,206.19)
Total Deferred Tax Expenses	(1,564.73)	(1,206.19)
(c) MAT		
Mat Credit Entitlement	(677.78)	(1,875.90)
Total Income tax Expense	830.99	(2,665.02)

(B) Reconciliation of tax expense and accounting profit multiplied by India's tax rate:

(₹ In lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Profit before tax	35,897.49	22,232.66
Tax at Indian tax rate of 34.944% (F.Y. 2017-18-34.608%)	12,423.40	7,694.28
Tax Adjustments for earlier years		
Tax of earlier years including MAT credit entitlement	(6,577.03)	(4,992.38)
Others:		
Tax at lower rates on subsidiary	-	43.08
Income Tax Exempt under Tax Holiday	(4,512.52)	(5,856.65)
Expenses not allowed for tax purposes	765.40	397.47
Minimum Alternate tax paid	296.46	40.02
Deferred tax not recognized on DTL	-	9.16
Deferred tax	(1,564.73)	-
Income Tax expense Charged to P/L	830.99	(2,665.02)

Note 39 : Earning per equity shares

(₹ In lakhs)

In accordance with Ind-AS 33 on 'Earning Per Share', the following table reconciles the numerator and denominator used to calculate Basic and Diluted earning per Share:

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Weighted Average number of Equity Shares outstanding	2,565.39	2,565.39
Profit after tax as per Profit & Loss A/c	35,137.31	24,300.76
Nominal value per share	2.00	2.00
Basic & Diluted Earning per share	13.70	9.47

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 40 : Contingent Liabilities & Assets

(₹ In lakhs)

40.1 Contingent Liabilities

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Claims against the Holding Company not acknowledged as debts		
Disputed demand of Income Tax (includes, net of advance tax & TDS under verification, adjusted from demand of ₹ 33.51 crores arised in assessment of search proceedings up to AY 2012-13) for which company has won the appeal, but limitation of period for further appeal has not expired.	645.81	1,125.93
Disputed demand of Sales Tax/VAT for which company preferred appeal	9,870.06	9,200.12
Disputed demand of Service Tax for which company preferred appeal	572.57	549.74
Disputed demand of Entry Tax for which company preferred appeal	592.79	3,627.36
Others (including motor accident, labour & civil matters)	421.04	438.27
(Interest and penalties if any, on above cases will be decided at the time of settlement)		

40.2 Contingent Assets

The status of various project claims in arbitration is as under:

- The Holding Company had initiated arbitral proceedings against the Uttar Pradesh Public Works Department (UP PWD) for compensation for ₹ 851.31 lakhs (including interest) towards extra cost incurred on procurement of different material, distant source in relation to the project "rehabilitation Road (Gomat) under Uttar Pradesh State Road Project. The arbitral Tribunal has pronounced its unanimous award dt. March 07, 2014 for ₹ 702.31 lakhs (including interest) in favors of the Company. The respondent UP PWD has preferred objection against the aforesaid award before the Distt. Judge Mathura and the case is still pending with Hon. Distt. Judge Mathura. Treatment of the same will be done on final settlement.
- Further, the Holding Company has filed eight arbitration claims including claims for delay damages and interest which are pending at arbitration stage. The same will be accounted for on final settlement.
- PNC Kanpur Highways Ltd. has a pending arbitration case against National Highways Authority of India (NHAI) arising out of the Concession agreement executed on 11.03.2011 for development of "Two laning with paved shoulders of Kanpur to Kabrai section of NH-86 from Km. 7.430 to Km. 130.100 in the state of Uttar Pradesh on design, build, finance, operate, transfer (DBFOT) on toll basis". The company has raised claims for total amount of ₹ 61,876.10 Lakhs including interest in the said arbitration against NHAI. The arbitration proceedings are underway.
- PNC Raebareli Highways Pvt. Ltd. has a pending arbitration case against National Highways Authority of India (NHAI) arising out of the Concession agreement executed on 09.11.2012 for development of "Two laning with paved shoulders of Raebareli to Jaunpur section of NH-231 from Km. 0.000 to Km. 166.400 in the state of Uttar Pradesh under NHDP Phase-IV A on design, build, finance, operate, transfer (DBFOT) on Annuity basis". The company has raised EPC claims for total amount of ₹ 38,925.93 Lakhs including interest in the said arbitration against NHAI. The arbitration proceedings are underway

Note 41 : Guarantees

(₹ In lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
(i). Bank Guarantees - Executed in favour of National Highways Authority of India and others	245,456.76	206,027.18
(ii). Corporate guarantee -	8,641.85	9,984.84
- The outstanding liability at reporting date against the corporate guarantee of ₹ 20,500.00 Lakhs issued in favour of bank, jointly & severally along with a joint venturer and further indemnified by another joint venturer to the extent of its shareholding for credit facilities extended to an associate (the entire share capital of which is held by Group and the said two joint venturers)"		
- The outstanding liability at reporting date against the corporate guarantee of ₹ 5,361.00 Lakhs in favour of India Infrastructure Finance Company Limited for securing their debt to a subsidiary PNC Raibareli Highways Private Limited for discharging the differential between the secured obligation and termination payment.	-	5,361.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 42 : Commitments

(₹ In lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for, Including Letter of Credit against Capital P.O. amounting of ₹ 1219.93 Lakhs	7,911.12	424.86
(b) Capital Commitment for Equity and others (Net of Investment)		
PNC Rajasthan highways Private Limited	642.00	1,947.00
PNC Chitradurga Highways Pvt Ltd	5,201.00	10,377.00
PNC Bundelkhand Highways Pvt Ltd	6,400.00	12,575.00
PNC Khajurao Highways Pvt Ltd	6,110.00	9,985.00
PNC Triveni Sangam Highways Pvt Ltd	18,885.00	-
PNC Aligarh Highways Pvt Ltd	12,175.00	-
PNC Challakere Highways Pvt Ltd	10,675.00	-

Note 43 : Leases

Disclosure as required under Ind As - 17 "Leases" as prescribed under Companies (Accounting Standards) Rules, 2006 for the Group is given below:

- The Holding Company has entered into cancellable/non-cancellable leasing agreement for office, residential and warehouse premises renewable by mutual consent on mutually agreeable terms.
- Future minimum lease payments under non-cancellable operating lease are as under:

(₹ In lakhs)

Office Premises	Year Ended March 31, 2019	Year Ended March 31, 2018
Less than 1 year	99.97	99.67
Between 1-5 years	486.60	486.60
More than 5 years	505.54	605.51
Period	10 Years	10 Years

Other than disclosed above, the Holding Company has various operating lease for premises, the lease are renewable on periodic basis and cancellable in nature, amounting to ₹ 924.60 Lakhs (PY ₹ 459.83 Lakhs).

The lease rentals have been included under the head "Rent" under Note no. 37.

Note 44 : Disclosure pursuant to Indian Accounting Standard-115 "Revenue from Contracts"

(a) Type of Goods or Services	Construction and Toll collection
(b) Geographical Region	India
(c) Market or Type of Customer	Government and Non-Government
(d) Type of Contracts	Fixed-price Construction Contracts
(e) Contract Duration	Long-term Contracts
(f) Timing of transfer of Goods or Services	Transferred over a period of time
(g) Sales Channels	Directly to consumers

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 45 : Related Party Disclosures

The names of related parties where control exist and/or with whom transactions have taken place during the year and description of relationship as identified and certified by the management are:

A. List of Related Parties and Relationships

Associates

- 1 Pradeep Kumar Jain HUF
- 2 Yogesh Kumar Jain HUF
- 3 Naveen Kumar Jain HUF
- 4 Ghaziabad Aligarh Expressway Private Limited

Key Managerial Personal (KMP)

- | | | |
|---|---------------------|---|
| 1 | Pradeep Kumar Jain | (Chairman and Managing Director) |
| 2 | Chakresh Kumar Jain | (Managing Director & Chief Financial Officer) |
| 3 | Yogesh Kumar Jain | (Managing Director) |
| 4 | Anil Kumar Rao | (Whole Time Director) |
| 5 | Tapan Jain | (Company Secretary) |

Relatives of KMP

- | | | |
|---|-------------------|--|
| 1 | Meena Jain | (W/o Pradeep Kumar Jain) |
| 2 | Renu Jain | (W/o Brother of Director) |
| 3 | Madhvi Jain | (W/o Chakresh Kumar Jain) |
| 4 | Ashita Jain | (W/o Yogesh Kumar Jain) |
| 5 | Ashish Jain | (Brother In Law of promotor director) |
| 6 | Ishu Jain | (Daughter in Law of Pradeep Kumar Jain) |
| 7 | Bijali Rao | (W/o Anil Rao) |
| 8 | Harshvardhan Jain | (S/o Chakresh Kumar Jain) |
| 9 | Naveen Kumar Jain | (Brother of Chairman and Managing Directors) |

Entities controlled/influenced by KMP and their relatives with whom Transactions have taken place during the period

- 1 MA Buildtech Private Limited
- 2 Taj Infra Builders Private Limited
- 3 Ideal Buildtech Private Limited
- 4 Subhash International Private Limited
- 5 Exotica Buildtech Private Limited
- 6 Shri Mahaveer Infrastructure Pvt Ltd

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

B. Transactions with Related Parties

(₹ In lakhs)

S.No.	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Transactions during the Year			
1	Receipt on account of EPC and Other Contract Associate Company		
	Ghaziabad Aligarh Expressway Private Limited	563.64	50.60
	Total	563.64	50.60
2	Payment of Rent/Services		
	Entities controlled/influenced by KMP and their relatives		
	Subhash International Private Limited	99.97	89.82
	Exotica Buildtech Private Limited	8.05	9.66
	Shri Mahaveer Infrastructure Pvt Ltd	3.20	-
	Pradeep Kumar Jain HUF	12.75	9.00
	Naveen Kumar Jain HUF	10.63	7.50
	Yogesh Kumar Jain HUF	8.50	5.50
	Pradeep Kumar Jain	9.56	6.75
	Naveen Kumar Jain	9.56	6.75
	Chakresh Kumar Jain	10.63	7.50
	Yogesh Kumar Jain	10.63	7.50
	Meena Jain	24.04	21.11
	Madhvi Jain	13.42	13.61
	Renu Jain	13.42	9.72
	Ashita Jain	13.42	13.61
	MA Buildtech Private Limited	3.00	8.00
	Taj Infra Builders Private Limited	9.00	9.00
	Ideal Buildtech Private Limited	-	2.40
	Total	259.78	227.43
3	Sale/Purchase of Investments/Loan and Shares Application Money in Equity Share Capital		
	Associate Company		
	Ghaziabad Aligarh Expressway Private Limited	4,340.25	3,735.84
	Total	4,340.25	3,735.84
4	Key management personnel compensation		
	Short Term Employee Benefits		
	Pradeep Kumar Jain	234.00	180.00
	Naveen Kumar Jain	-	108.00
	Chakresh Kumar Jain	210.00	162.00
	Yogesh Kumar Jain	210.00	162.00
	Anil Kumar Rao	71.08	188.15
	Bijali Rao	16.20	16.20
	Harshvardhan Jain	25.50	24.00
	Ashish Jain	34.30	32.55
	Ishu Jain	1.60	4.80
	Tapan Jain	14.04	10.80
	D K Agarwal	-	9.24
	Total	816.72	897.74

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

C. Balances Outstanding at Reporting Date

(₹ In lakhs)

S.No.	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
1	Amount Recoverable		
	Associate Company		
	Ghaziabad Aligarh Expressway Private Limited	15,718.07	11,363.84
	Entities controlled/influenced by KMP and their relatives		
	Subhash International Private Limited	724.23	724.23
	Meena Jain	25.00	25.00
	Madhvi Jain	25.00	25.00
	Renu Jain	25.00	25.00
	Ashita Jain	25.00	25.00
	Total	16,542.30	12,188.07
2	Amount Payable		
	Entities controlled/influenced by KMP and their relatives		
	Shri Mahaveer Infrastructures Pvt Ltd	0.36	-
	Pradeep Kumar Jain HUF	1.35	-
	Naveen Kumar Jain HUF	1.13	-
	Yogesh Kumar Jain HUF	0.90	-
	Pradeep Kumar Jain	1.01	-
	Naveen Kumar Jain	1.01	-
	Chakresh Kumar Jain	1.13	-
	Yogesh Kumar Jain	1.13	-
	Meena Jain	2.26	-
	Madhvi Jain	1.14	-
	Renu Jain	1.14	-
	Ashita Jain	1.14	-
	MA Buildtech Private Limited	0.22	-
	Taj Infra Builders Private Limited	0.67	-
	Total	14.59	-
3	Corporate Guarantee Given on behalf of		
	Ghaziabad Aligarh Expressway Private Limited	8,641.85	9,984.84
	Total	8,641.85	9,984.84

D. Terms and Conditions

The transactions with the related parties are made on term equivalent to those that prevail in arm's length transactions. The assessment is under taken each financial year through examining the financial position of the related party and in the market in which the related party operates. Outstanding balances are unsecured and will be settled in cash.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 46 : Interest in other entities

(A) Subsidiaries

The group's subsidiaries at 31 March, 2019 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interests		Principal activities
		March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	
		%	%	%	%	
Hospet Bellary Highways Private Limited	India	65	65	35	35	BOT Project
Ferrovia Transrail Solutions Private Limited	India	51	51	49	49	Infrastructure developmet
PNC Raebareli Highways Private Limited	India	100	100	-	-	Annuity Project
PNC Bareilly Nainital Highways Private Limited	India	100	100	-	-	BOT Project
PNC Infra Holdings Limited	India	100	100	-	-	Infrastructure developmet
PNC Kanpur Ayodhya Tollways Private Limited	India	100	100	-	-	OMT Project
PNC Kanpur Highways Limited	India	100	100	-	-	BOT Project
M. P. Highways Private Limited	India	100	100	-	-	BOT Project
PNC Delhi Industrialinfra Private Limited	India	100	100	-	-	Redevelopment & maintenance Project
PNC Rajasthan Highways Private Limited	India	100	100	-	-	HAM Project
PNC Chitradurga Highways Private Limited	India	100	100	-	-	HAM Project
PNC Bundelkhand Highways Private Limited	India	100	100	-	-	HAM Project
PNC Khajurao Highways Private Limited	India	100	100	-	-	HAM Project
PNC Triveni Sangam Highways Private Limited	India	100	100	-	-	HAM Project
PNC Aligarh Highways Pvt Ltd	India	100	100	-	-	HAM Project
PNC Challakere Highways Pvt Ltd	India	100	100	-	-	HAM Project

(B) Non-controlling interests (NCI)

Set out below is financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

(₹ In lakhs)

Summarised balance sheet	Hospet Bellary Highways Pvt. Ltd.		Ferrovia Transrail Solutions Pvt. Ltd.	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Current assets	-	0.79	680.67	1,320.62
Current liabilities	-	(1,294.81)	(2,148.69)	(2,606.80)
Net Current assets	-	(1,294.02)	(1,468.02)	(1,286.18)
Non-current assets	-	-	1,371.50	1,290.54
Non-current liabilities	-	-	(1.86)	(2.57)
Net Non-current assets	-	-	1,369.64	1,287.96
Net assets	-	(1,294.02)	(98.38)	1.78

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

(₹ In lakhs)

Summarised statement of profit and loss	Hospet Bellary Highways Pvt. Ltd.		Ferrovia Transrail Solutions Pvt. Ltd.	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Revenue	-	-	412.71	14.63
Profit for the year	(0.01)	(0.33)	(100.66)	(1.05)
Other comprehensive income	-	-	0.49	1.21
Total comprehensive income	(0.01)	(0.33)	(100.17)	0.16
Profit allocated to NCI	(0.00)	(0.12)	(49.08)	0.08
Dividends paid to NCI	-	-	-	-

(₹ In lakhs)

Summarised cash flows	Hospet Bellary Highways Pvt. Ltd.		Ferrovia Transrail Solutions Pvt. Ltd.	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Cash flows from operating activities	(0.79)	(0.03)	288.51	1,287.46
Cash flows from investing activities	-	-	43.10	22.56
Cash flows from financing activities	-	-	(334.50)	(1,348.97)
Net increase/(decrease) in cash and cash equivalents	(0.79)	(0.03)	(2.89)	(38.95)

(C) Interest in Associates

Set out below are associates of the group as at March 31, 2019 which, are considered material to the group. The entity listed below have share capital of equity shares, which are held directly by the group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group		Principal activities
		March 31, 2019	March 31, 2018	
		%	%	
Ghaziabad Aligarh Expressway Private Limited	India	35	35	Infrastructure development

(₹ In lakhs)

Summarised balance sheet	Ghaziabad Aligarh Expressway Pvt. Ltd.	
	March 31, 2019	March 31, 2018
Current assets	1,876.28	1,123.25
Current liabilities	(63,521.88)	(47,477.77)
Net Current assets	(61,645.60)	(46,354.52)
Non-current assets	180,384.91	184,757.26
Non-current liabilities	(111,039.85)	(130,903.07)
Net Non-current assets	69,345.06	53,854.19
Net assets	7,699.46	7,499.67

(₹ In lakhs)

Summarised statement of profit and loss	Ghaziabad Aligarh Expressway Pvt. Ltd.	
	March 31, 2019	March 31, 2018
Revenue	23,758.90	21,772.08
Profit for the year	183.60	(1,705.57)
Other comprehensive income	16.20	-
Total comprehensive income	199.80	(1,705.57)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 47 : Detail of Employee Benefit Expenses

The disclosures required by Ind- AS-19 "Employee Benefits" are as under:

(a) Defined Contribution Plan

- i) The contribution to provident fund is charged to accounts on accrual basis. The contribution made by the Group during the year is ₹ 579.01 Lakhs (previous year ₹ 487.33 lakhs)
- ii) In respect of short term employee benefits, the Group has at present only the scheme of cumulative benefit of leave encashment payable at the time of retirement/cessation and the same have been provided for on accrual basis as per actuarial valuation.

(b) Defined Benefit Plan

- i) Liability for retiring gratuity as on March 31, 2019 is ₹ 917.67 Lakhs (Previous year ₹ 637.40 Lakhs). The Liability for Gratuity is actuarially determined and provided for in the books.
- ii) Details of the Group's post-retirement gratuity plans and leave encashment for its employees including whole-time directors are given below, which is certified by the actuary and relied upon by the auditors

(₹ In lakhs)

Particulars	Gratuity	
	2018-19	2017-18
1. Change in Present Value of Obligation		
Present value of obligation at the beginning of the period	936.72	690.99
Acquisition cost	-	-
Interest cost	74.82	48.14
Current service cost	252.11	156.43
Benefits paid	0.31	(6.47)
Actuarial gain/(loss) on obligation	(0.75)	-
a) Effect of changes in demographic assumptions	15.36	5.43
b) Effect of changes in financial assumptions	28.32	(20.45)
c). Effect of experience adjustments	35.92	62.65
Present value of obligation at end of period	1,342.81	936.72
Current Obligation	237.21	233.99
Non Current Obligation	1,105.60	702.73
2. Change in Fair Value of Plan Assets		
Fair value of plan assets at the beginning of the period	299.32	229.07
Acquisition adjustment	-	-
Actual return on plan assets	-	-
Interest Income	28.92	18.22
Contributions	98.36	70.02
Benefits paid	-	(6.47)
Actuarial gain/(loss) on plan assets	(1.21)	(11.52)
Fair value of plan assets at the end of the period	425.39	299.32
3. Amount to be recognised in Balance Sheet		
Present value of obligation as at end of the period	1,342.98	936.72
Fair value of plan assets as at the end of the period	(425.31)	(299.32)
Funded Status	94.50	637.40
Net Asset/(liability) recognised in Balance Sheet	(917.67)	(637.40)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Particulars	Gratuity	
	2018-19	2017-18
4. Expenses recognised in the statement of profit & loss.		
Current service cost	252.67	156.43
Net Interest cost	-	1.51
Interest Expense on DBO	74.81	48.14
Interest (income) on plan assets	28.85	18.22
Total Net Interest Cost	45.96	29.92
Net actuarial (gain)/loss recognised in profit/loss	-	-
Expenses recognised in the statement of Profit & Loss	298.63	186.34
5. Recognised in other comprehensive income for the year		
a) Effect of changes in demographic assumptions	15.36	5.43
b) Effect of changes in financial assumptions	28.29	(20.45)
c) Effect of experience adjustments	36.24	62.65
d) (Return) on plan assets (excluding interest income)	(1.21)	(11.52)
e) Changes in asset ceiling (excluding interest income)	-	-
f) Total remeasurements included in OCI	80.81	59.14
6. Maturity Profile of Defined Benefit Obligation		
1. Within the next 12 months (next annual reporting period)	215.72	222.01
2. Between 2 and 5 years	607.79	472.82
3. Between 6 and 10 years	429.30	232.62
7. Quantitative sensitivity analysis for significant assumptions is as below		
Impact of the change in discount rate		
Present Value of Obligation at the end of the period	1,342.81	936.72
a. Impact due to increase of 100 Basis Points	1,257.24	906.27
b. Impact due to decrease of 100 Basis Points	1,373.41	969.44
Impact of the change in salary increase		
Present Value of Obligation at the end of the period	1,342.81	936.72
a. Impact due to increase of 1 %	1,364.90	964.31
b. Impact due to decrease of 1 %	1,263.85	910.48
Attrition Rate		
Present Value of Obligation at the end of the period	1,342.81	936.72
a. Impact due to increase of 1 %	1,299.69	930.75
b. Impact due to decrease of 1 %	1,326.42	942.87

Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

(ii) Sensitivity Analysis Method

Sensitivity analysis is determined based on the expected movement in liability if the assumptions were not proved to be true on different count.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Significant Actuarial assumptions	31.03.2019	31.03.2018
a) Economic Assumptions		
i. Discounting Rate -current year	7%	8%
Discounting Rate - Previous Year	8%	7%
ii. Salary escalation	9%	9%
iii. Attrition rate	20%	25%
b) Demographic Assumption		
i) Retirement Age (Years)	60	58
ii) Mortality rates inclusive of provision for disability	IALM (2012 - 14) Ultimate	IALM (2006 - 08) Ultimate
Withdrawal rate		

Mortality Rates for specimen ages

Age	Mortality Rate	Age	Mortality Rate
18	0.000874	43	0.002144
23	0.000936	48	0.003536
28	0.000942	53	0.006174
33	0.001086	58	0.009651
38	0.001453	60	0.011162

(c) Defined Term Employee Benefits Leave Obligation

Particulars	Leave Enchacement	
	2018-19	2017-18
Present Value of unfunded obligation	394.48	214.18
Expeses recognised in Statement of Profit and Loss	180.30	47.50
Discount rate (p.a)	7%	8%
Salary excalation rate (p.a)	9%	9%

Note 48 : Operating Segment Information

- The Chairman and Managing directors of the Holding company have been identified as The Chief Operating Decision Maker (CODM). The Chief operating decision maker identifies two Segment as reportable segment i.e. EPC Contract & BOT (Toll and Annuity)
- The Group has disclosed business segment as the Primery segment. Segment have been identitied taking into account the nature of work/services, risk & return and organisation structure.
- The Group operations predominatly related to EPC contract, Toll collection/Annuity.
- The Group mainly operates within India , so there is no requirement of disclosing the secondary segment i.e. geographical segment.
- The expenses and Income which are not directly allocated between the segment are shown as unallocated expenses or Income.
- Details of business segment information is given below:

Particulars	Year Ended	
	31-Mar-19	31-Mar-18
Segment Revenue		
Contract	305,779.31	180,517.90
Toll Annuity	71,656.51	60,621.39
Total	377,435.82	241,139.29
Less: Inter-segment revenue	-	-
Net revenue from operations	377,435.82	241,139.29

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Particulars	Year Ended	
	31-Mar-19	31-Mar-18
Segment Results		
Contract	24,367.82	17,061.75
Toll Annuity	41,666.48	33,642.26
Total	66,034.30	50,704.01
Less: Other unallocable expenditure	34,798.35	30,930.96
Add: Unallocable other income	4,661.57	2,459.59
Profit before tax and non-controlling interests	35,897.52	22,232.64
Segment Assets		
Contract	267,487.85	201,033.78
Toll and Annuity	457,949.22	389,169.23
Unallocated	-	-
	725,437.07	590,203.01
Segment Liabilities		
Contract	147,936.65	93,315.04
Toll and Annuity	375,061.90	328,015.67
Unallocated	-	-
	522,998.55	421,330.71

Notes on segment information :-

Business segments

Based on the "management approach" as defined in Ind AS-108 - Operating Segments, the Management evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along with these business segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments.

Note 49 : Fair Value Measurement

Financial instruments by category

(₹ in Lakhs)

Particulars	As at March 31, 2019			As at March 31, 2018		
	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI
Financial Asset						
Investments	55.54	23,264.01	-	55.54	14,014.33	-
Trade receivables	271,538.14	-	-	223,479.49	-	-
Cash and Bank Balances	40,841.15	-	-	18,516.99	-	-
Loans	-	8,285.09	-	-	5,139.24	-
Others	29,468.60	-	-	23,583.88	-	-
Total Financial Assets	341,903.43	31,549.10	-	265,635.90	19,153.57	-
Financial Liabilities						
Borrowings	1,949.67	275,570.15	-	202,089.06	-	-
Trade payables	131,607.76	-	-	146,084.82	-	-
Other Financial Liabilities	33,382.66	-	-	25,421.46	-	-
Total Financial Liabilities	166,940.09	275,570.15	-	373,595.34	-	-

(i) Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (A) recognised and measured at fair value and (B) measured at amortised cost and for which fair values are disclosed in financial statements. To provide an indication about the reliability of inputs used in determining fair values, the group has classified its financial instruments into three levels prescribed under the accounting standards.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

The following table provides the fair value measurement hierarchy of Group's asset and liabilities, grouped into Level 1 to Level 3 as described below :-

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

(₹ in Lakhs)

Particulars	As at March 31,2019			As at March 31,2018		
	Fair Value Measurement using			Fair Value Measurement using		
	Quoted price in Active Market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Quoted price in Active Market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(A) Financial Asset and Liabilities measured at fair value through profit and loss or other comprehensive income						
-Investments	-	23,264.01	55.54	-	14,014.33	55.54
Total	-	23,264.01	55.54	-	14,014.33	55.54
Financial Assets and Liabilities measured at amortised cost for which fair values are disclosed						
(i) Financial Assets						
- Security Deposits	-	-	11,224.91	-	-	8,571.40
Total	-	-	11,224.91	-	-	8,571.40
(ii) Financial Liabilities						
- Borrowings	-	277,519.82	-	-	202,089.06	-
- Retentions	-	-	11,077.22	-	-	6,482.03
- Others	-	42.82	-	-	6,537.57	-
Total	-	277,562.64	11,077.22	-	208,626.63	6,482.03

(ii) Valuation techniques used to determine Fair value

The Group maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Specific valuation technique used to value financial instrument includes:

- > the use of quoted market prices or dealer quotes for similar financial instruments.
- > the fair value of financial assets and liabilities at amortised cost is determined using discounted cash flow analysis.

The following method and assumptions are used to estimate fair values:

The Carrying amounts of trade receivables, trade payables, capital creditors, cash and cash equivalents, short term deposits etc. are considered to be their fair value, due to their short term nature

Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Group based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. For borrowing fair value is determined by using the discounted cash

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the Group is considered to be insignificant in valuation.

Financial assets and liabilities measured at fair value and the carrying amount is the the fair value.

Note 50 : FINANCIAL RISK MANAGEMENT

The Group's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to manage finances for the Group's operations. The Group principal financial asset includes loan , trade and other receivables, and cash and short-term deposits that arise directly from its operations.

The Group's activities are exposed to market risk, credit risk and liquidity risk.

I. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments, and derivative financial instruments.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio .

(i) The exposure of group borrowings to interest rate changes at the end of reporting period are as follows:

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Variable rate borrowings	238,096.74	182,867.54
Fixed rate borrowings	39,423.08	19,221.52
Total borrowings	277,519.82	202,089.06

(ii) As at the end of reporting period, the Group had the following variable rate borrowings.

Particulars	(₹ in Lakhs)					
	As at March 31, 2019			As at March 31, 2018		
	Weighted average interest rate	Balance	% of total loans	Weighted average interest rate	Balance	% of total loans
Term Loan	8.99%	238,096.74	85.79%	9.14%	182,867.54	90.49%
Net exposure to cash flow interest rate risk		238,096.74			182,867.54	

(iii) Sensitivity

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	(₹ in Lakhs)			
	Increase/Decrease in Basis Points		Impact on Profit before Tax	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
INR	+50	+50	(1,190.48)	(914.34)
INR	- 50	- 50	1,190.48	914.34

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group does not operates internationally and as the Group has not obtained any foreign currency loans

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

but import certain machineries and have foreign currency trade payables outstanding and is therefore, exchange to foreign exchange risk.

The Group does not hedges its exposure of foreign currency risk.

The carrying amounts of the Group's foreign currency denominated monetary liabilities at the end of the reporting period as follows:

Foreign currency exposure as at 31st March, 2019	As at March 31, 2019	As at March 31, 2018
Trade payables		
- Exposure of Euros (in INR)	8,310.27	6,024.90

Foreign currency sensitivity

5% increase or decrease in foreign exchange rates will have the following impact on profit before tax and other comprehensive income:

Particulars	2018-19		2017-18	
	5% increase	5% decrease	5% increase	5% decrease
Euros (in INR)	(415.51)	415.51	(301.24)	301.24

(c) Price Risk

The Group exposure to equity securities price risk arises from the investments held by Group and classified in the balance sheet at fair value through profit and loss. The Group does not have any investments whose value will be based on the market observable input at the current year end and previous year which are held for trading. Therefore no sensitivity is provided.

II. Credit risk

Credit risk arises from the possibility that the counterparty will default on its contractual obligations resulting in financial loss to the Group. To manage this, the Group periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts receivable.

The Group considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risk on an on going basis through each reporting period. To assess whether there is significant increase in credit risk, it considers reasonable and supportive forward looking information such as:

- (i) Actual or expected significant adverse changes in business.
- (ii) Actual or expected significant changes in the operating results of the counterparty.
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligation
- (iv) Significant increase in credit risk an other financial instruments of the same counterparty
- (v) significant changes in the value of collateral supporting the obligation or in the quality of third party guarantees or credit enhancements

The Group major exposure is from trade receivables, which are unsecured and derived from external customer Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units, quoted securities and certificates of deposit which are funds deposited at a bank for a specified time period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Expected credit loss for trade receivable on simplified approach :

The ageing analysis of the trade receivables (gross of provision) has been considered from the date the invoice falls due:

(₹ in Lakhs)

Ageing	Carrying Value	0-180 days	More than 181 days and Less than 365 days	More than 365 days	Total
As at March 31, 2019					
Gross Carrying Amount	271,538.14	45,461.26	6,480.00	219,596.88	271,538.14
Expected Credit Loss (in ₹)	-	-	-	-	-
Carrying Amount (net of impairment)	271,538.14	45,461.26	6,480.00	219,596.88	271,538.14
As at March 31, 2018					
Gross Carrying Amount	223,479.49	177,608.06	39,040.43	6,830.97	223,479.46
Expected Credit Loss (in ₹)	-	-	-	-	-
Carrying Amount (net of impairment)	223,479.49	177,608.06	39,040.43	6,830.97	223,479.46

The Group uses a provisional matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default data over the expected life of the trade receivable and is adjusted for forward- looking estimates. At every reporting date, the historical observed default rates are updated and changes in forward-looking estimates are analysed. In case of probability of non collection, default rate is 100%.

III. Liquidity Risk

Liquidity risk is defined as the risk that Group will not be able to settle or meet its obligation on time or at a reasonable price. The Group's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group's management is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risk are overseen by senior management. Management monitors the Group's net liquidity position through rolling, forecast on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

(₹ in Lakhs)

As at March 31, 2019	Carrying Amount	On Demand	Less than One Year	More than one year and less than three year	More than 3 Years	Total
Borrowings	277,519.82	1,949.67	24,062.88	81,125.08	170,382.19	277,519.82
Trade payables	131,607.76	-	47,879.05	83,728.71	-	131,607.76
Other Liabilities	33,382.66	-	22,262.62	11,120.04	-	33,382.66
Total	442,510.24	1,949.67	94,204.56	175,973.82	170,382.19	442,510.24
As at March 31, 2018	Carrying Amount	On Demand	Less than One Year	More than one year and less than three year	More than 3 Years	Total
Borrowings	202,089.06	-	17,816.63	34,711.05	149,561.38	202,089.06
Trade payables	146,084.82	-	47,268.66	64,334.71	34,481.45	146,084.82
Other Liabilities	25,421.46	-	12,401.86	13,019.60	-	25,421.46
Total	373,595.34	-	77,487.15	112,065.36	184,042.83	373,595.34

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Financing arrangements

The group had access to the following undrawn borrowing facilities at the end of reporting period:

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Expiring within one year (Bank overdraft and other facilities)		
Cash Credit	75,000.00	65,000.00
Bank Gaurantee	81,257.75	53,398.66
Total	156,257.75	118,398.66

Note 51 : Capital Management

(a) Risk Management

The primary objective of the Group's Capital Management is to maximize the shareholder value and also maintain an optimal capital structure to reduce cost of capital. The principle source of funding of the group has been and is expected to continue to be, cash generated from its operation supplemented by funding from bank borrowing and the capital market. **The group is not subject to any externally imposed capital requirements.**

The group regularly considers other financing opportunities to diversify its debt profile, reduce interest cost.

The group monitors capital on the basis of following gearing ratio, which is net debt divided by total capital.

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Debt	277,519.82	202,089.06
Cash & bank balances	40,841.15	18,516.99
Net Debt	236,678.67	183,572.06
Total Equity	202,438.28	168,871.19
Net debt to equity ratio (Gearing Ratio)	1.17	1.09

Notes-

- (i) Debt is defined as long-term and short-term borrowings including current maturities (excluding derivatives) as described in notes.
- (ii) Total equity (as shown in balance sheet) includes issued capital and all other equity reserves.

(b) Loan Covenants

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to call loans and borrowings or charge some penal interest. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the current year and previous years.

(c) Dividends

Particulars	(₹ in Lakhs)	
	Recognized in the year ending March 31, 2019	March 31, 2018
(i) Dividends Recognized		
Final dividend for the year ended 31st March 2018 of ₹ 0.50/- per equity share of ₹ 2/- each (31st March 2017 ₹ 2.50/- per equity share of ₹ 10/- each)	1,546.42	1610.58
(ii) Dividend proposed but not recognised in the books of accounts*		
In addition to the above dividends, for the year ended 31st March, 2019 the directors have recommended the payment of a final dividend of ₹ 0.50/- equity share of ₹ 2/- each. (31st March 2018 ₹ 0.50/- per equity share of ₹ 2/- each)	1,546.42	1,546.42

* The proposed dividend is subject to the approval of shareholders in the ensuing general meeting

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

Note 52 : The Holding Company was subject to search U/s 132 of the Income tax Act, 1961 in the month of August, 2011. The assessment for returns filed in response of search proceedings has been completed by the Department wherein certain additions were made and partial allowance of claims U/s 80IA which were claimed in the return filed and subsequently allowed by the CIT (A) in favour of the Company. The Department has filled the appeal with Honorable Allahabad High Court only in one issue of Share Capital and allowed claims of Section 80-IA of which the Company has adjusted it in Current financial Year.

Note 53 : Recent Accounting Pronouncements

Standards issued but not yet effective:

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective. The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standards:

(i) Ind AS 116 Leases

Ind AS 116 Leases was notified by MCA on 30 March, 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 1 April, 2019. The principle of Ind AS 116 is that it requires lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying assets is of low value. A lessee is required to recognize a right-to-use asset representing its right of use the underlying leased assets and a lease liability representing its obligation to make lease payment. As a consequence, a lessee recognizes depreciation of the right-to-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and present them in the statement of cash flow.

The effective date for adoption of Ind AS 116 is annual period beginning on or after April 1, 2019. The standard permit two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of their remaining lease payment, discounted at the incremental borrowing rate and the right to use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discount as lessee's incremental borrowing rate at the date of initial application or
- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

Certain practical expedients are available under both the method.

On completion of evaluation to the effect of adoption of Ind AS 116, the Group is proposing to use the "Modified Retrospective Approach" for transitioning to Ind AS 116, and take amount equal to lease liability as Right-of-use, on the date of initial application (April 1, 2019). Accordingly, comparatives for the year ended March 31, 2019 will not be retrospectively adjusted.

The effect of adoption as on transition date would majorly result in an increase in right of use asset approximately by ₹ 995.47 lakhs and an increase in lease liability approximately by ₹ 995.47 lakhs.

(ii) Ind AS 12 Income taxes:

On March 30, 2019, Ministry of Corporate Affairs issues amendments to the guidance in IND As 12, "Income Tax", in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividend in profit and loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended March 31, 2019

(iii) Ind AS 19 - plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issues amendments to IND As 19, 'Employee Benefits' in connection with accounting for plan amendments, curtailments or settlements.

The amendments require an entity:

- To use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendments, curtailments or settlements; and
- To recognize in profit or loss as part of past service cost, or a gain or loss on settlements, any reduction in a surplus, even if that surplus was not previously recognized because of that impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

iv) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition

- i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and
- ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect of adoption of Ind AS 12 Appendix C would be insignificant in the financial statements.

Note 54 : PNC and S P Singla Constructions Pvt. Ltd. has formed a Joint Venture (JV) namely "PNC-SPSCPL JV" specifying their ratios. Two projects were awarded to JV by National Highways Authority of India (NHAI).

The JV further awarded the contract to Joint Venturers in their respective ratio as specified in the contract with NHAI.

The billing to NHAI is being made by JV after consolidating the bills submitted by the Joint Venturers.

No Joint Venturer has employed any capital to this JV.

As per our report of even date attached.

For **S.S.Kothari Metha & Co.**
Chartered Accountants
Firm Registration No. 000756N

On behalf of the Board of Directors

Neeraj Bansal
Partner
Membership No. 95960

Tapan Jain
Company Secretary
M. No. A22603

Pradeep Kumar Jain
Chairman and Managing Director
DIN 00086653

Place: Agra
Date: May 24, 2019

Chakresh Kumar Jain
Managing Director and Chief Financial Officer
DIN 00086768



CORPORATE INFORMATION

Corporate Identification No : L45201DL1999PLC195937
LEI No.: 3358008RNTVF1WKN6B22

BOARD OF DIRECTORS

Chairman and Managing Director

Pradeep Kumar Jain

Managing Director(s)

Chakresh Kumar Jain
Yogesh Kumar Jain

Whole Time Director

Anil Kumar Rao

Chief Financial Officer

Chakresh Kumar Jain

Company Secretary & Compliance Officer

Tapan Jain

Independent Director(s)

C. R. Sharma
Ashok Kumar Gupta
Deepika Mittal
Gauri Shankar
Krishan Kumar Jalan

AUDITORS

M/s. S.S. Kothari Mehta & Co.
Chartered Accountants
146-149 Tribhuvan Complex
Ishwar Nagar, Mathura Road,
New Delhi- 110065 (India)

BANKERS

Bank of Baroda
Canara Bank
Central Bank of India
Punjab National Bank
Union Bank of India
ICICI Bank
Axis Bank Limited
Oriental Bank of Commerce
Yes Bank

CORPORATE/HEAD OFFICE

PNC House,
3/22-D, Civil Lines, NH-2,
Agra-Delhi Bypass Road,
Agra-282005 (U.P.)

REGISTRAR AND TRANSFER AGENT

Link Intime India Pvt. Ltd
44, Community Centre,
2nd Floor, Near PVR Naraina,
Phase-I Naraina Industrial Area,
New Delhi - 110028.

REGISTERED OFFICE

NBCC Plaza, Tower-II, 4th Floor,
Pushp Vihar, Sector-V (Saket),
New Delhi-110017, India
Website: www.pncinfratech.com



PNC Infratech Limited
www.pncinfratech.com

CIN NO.: L45201DL1999PLC195937



PNC Infratech Limited

Registered office: NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017

(CIN -L45201DL1999PLC195937)

Tel: (+91 11) 2957 4800 Fax: (+91 11) 2956 3844 E-mail: complianceofficer@pncinfratech.com

Website: www.pncinfratech.com

Notice to Members

Notice is hereby given that the **20th Annual General Meeting (AGM)** of the Members of **PNC Infratech Limited** will be held on **Monday, September 30, 2019 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065** to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt –
 - The audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, along with the report of the Board of Directors and Auditors thereon;
 - The audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, along with the report of the Auditors thereon.
- To declare dividend on equity shares for the financial year ended 31st March 2019.
- To appoint a Director in place of Shri Yogesh Kumar Jain, Managing Director, (DIN: 00086811), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS –

4. RATIFICATION OF REMUNERATION PAYABLE TO M/s. R K G & ASSOCIATES, COST AUDITORS OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s) the following resolution as **ORDINARY RESOLUTION**:

‘RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (‘the Act’), remuneration of INR 50,000/- (Rupees Fifty Thousand only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses on actual basis, to M/s. R K G & Associates, Cost Accountants (Firm Registration Number - 000272) who have been appointed by the Board as Cost Auditors of the company to conduct the audit of cost records of the Company for the financial year ended March 31, 2020 be and is hereby confirmed, ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution.”

5. REVISION IN THE REMUNERATION OF MR. PRADEEP KUMAR JAIN (DIN: 00086653), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

‘RESOLVED THAT pursuant to provisions of section 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies

Act, 2013 and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the applicable provisions of SEBI (Listing and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded to revise the remuneration of Mr. Pradeep Kumar Jain, Chairman & Managing Director of the Company for the remaining tenure of his term, w.e.f. April 01, 2019.

RESOLVED FURTHER THAT Mr. Pradeep Kumar Jain, Chairman & Managing Director shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:

Salary:

Upto INR 21,50,000.00 (Rupees Twenty One Lakhs Fifty Thousand Only) per month.

Perquisites: Mr. Pradeep Kumar Jain shall be entitled to perquisites as given below:-

- Rent free accommodation or house rent allowance upto 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the nomination and remuneration committee of the company from time to time.
- Reimbursement of medical expenses incurred for self and family upto one months' salary in a year or three months' salary over a period of three years.
- Leave travel concession for self and family once a year as per rules.
- Personal accident insurance where premium paid by Company.
- Club fees for a maximum of two clubs (excluding admission and life membership fees).
- Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.
- Provision of chauffeur Driven Company's car (including all maintenance expenses).
- Provision of telephone service at residence.
- Encashment of leave at the end of tenure as per Company rules

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such Rule, perquisites shall be evaluated at actual cost to the company.

Commission:

In addition to the above remuneration, Mr. Pradeep Kumar Jain shall be paid commission within the overall limit of 5% of the annual net profits, payable to all the Managing Directors, of the Company as may be decided by the Nomination and Remuneration Committee and/or Board of Directors as computed in the manner

laid down under section 198 of the Companies Act, 2013 and subject to the ceiling laid down under sections 196 and 197 of the Companies Act, 2013 on the total remuneration.

Overall Ceiling:

Total Managerial Remuneration payable to Mr. Pradeep Kumar Jain as Chairman & Managing Director of the Company for each financial year, whether paid as Salary, Perquisite or otherwise, shall be subject to overall ceiling as provided under the Companies Act, 2013 as under:-

- Total Managerial Remuneration payable to Mr. Pradeep Kumar Jain shall not exceed 5% of net profits of the Company for the financial year, and
- Total managerial remuneration payable to all the Managing/ Whole Time Directors of the Company shall not exceed 10% of the net profits of the Company for that financial year.

RESOLVED FURTHER THAT remuneration including salary, perquisites, and other allowances payable to Mr. Pradeep Kumar Jain shall be revised up to 10% every year subject to the above mentioned overall ceiling while the tenure is continuing, as may be determined by the Nomination and Remuneration Committee and/or Board of Directors of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of services of Mr. Pradeep Kumar Jain as Chairman & Managing Director, the payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution."

6. REVISION IN THE REMUNERATION OF MR. CHAKRESH KUMAR JAIN (DIN:00086768), MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

***RESOLVED THAT** pursuant to provisions of section 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the applicable provisions of SEBI (Listing and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded to revise the remuneration of Mr. Chakresh Kumar Jain, Managing Director of the Company for the remaining tenure of his term, w.e.f. April 01, 2019..

RESOLVED FURTHER THAT Mr. Chakresh Kumar Jain, Managing Director shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:

Salary:

Upto INR 19,50,000.00 (Rupees Nineteen Lakhs Fifty Thousand Only) per month.

Perquisites: Mr. Chakresh Kumar Jain shall be entitled to perquisites as given below:-

- Rent free accommodation or house rent allowance upto 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the nomination and remuneration committee of the company from time to time.
- Reimbursement of medical expenses incurred for self and family upto one months' salary in a year or three months' salary over a period of three years.
- Leave travel concession for self and family once a year as per rules.
- Personal accident insurance where premium paid by our Company.
- Club fees for a maximum of two clubs (excluding admission and life membership fees).
- Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.
- Provision of chauffeur Driven Company's car (including all maintenance expenses).
- Provision of telephone service at residence.
- Encashment of leave at the end of tenure as per Company rules

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such Rule, perquisites shall be evaluated at actual cost to the Company.

Commission:

In addition to the above remuneration, Mr. Chakresh Kumar Jain shall be paid commission within the overall limit of 5% of the annual net profits, payable to all the Managing Directors, of the Company as may be decided by the Nomination and Remuneration Committee and/or Board of Directors as computed in the manner laid down under section 198 of the Companies Act, 2013 and subject to the ceiling laid down under sections 196 and 197 of the Companies Act, 2013 on the total remuneration.

Overall Ceiling:

Total Managerial Remuneration payable to Mr. Chakresh Kumar Jain, Managing Director of the company for each financial year, whether paid as Salary, Perquisite or otherwise, shall be subject to overall ceiling as provided under the Companies Act, 2013 as under:-

- Total Managerial Remuneration payable to Mr. Chakresh Kumar Jain shall not exceed 5% of net profits of the Company for the financial year, and
- Total managerial remuneration payable to all the Managing / Whole Time Directors of the Company shall not exceed 10% of the net profits of the Company for that financial year.

RESOLVED FURTHER THAT remuneration including salary, perquisites, and other allowances payable to Mr. Chakresh Kumar Jain shall be revised up to 10% every year subject to the above mentioned overall ceiling while the tenure is continuing, as may be determined by the Nomination and Remuneration Committee and/or Board of Directors of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of services of Mr. Chakresh Kumar Jain as Managing Director, the

payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect to the above resolution."

7. REVISION IN THE REMUNERATION OF MR. YOGESH KUMAR JAIN (DIN: 00086811), MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

'RESOLVED THAT pursuant to provisions of section 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the applicable provisions of SEBI (Listing and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded to revise the remuneration of Mr. Yogesh Kumar Jain, Managing Director of the Company for the remaining tenure of his term, w.e.f. April 01, 2019.

RESOLVED FURTHER THAT Mr. Yogesh Kumar Jain, Managing Director shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:
Salary:

Upto INR 19,50,000.00 (Rupees Nineteen Lakhs Fifty Thousand Only) per month.

Perquisites: Mr. Yogesh Kumar Jain shall be entitled to perquisites as given below:-

- Rent free accommodation or house rent allowance upto 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the nomination and remuneration committee of the company from time to time.
- Reimbursement of medical expenses incurred for self and family upto one months' salary in a year or three months' salary over a period of three years.
- Leave travel concession for self and family once a year as per rules.
- Personal accident insurance where premium paid by our Company.
- Club fees for a maximum of two clubs (excluding admission and life membership fees).
- Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.
- Provision of chauffeur Driven Company's car (including all maintenance expenses).
- Provision of telephone service at residence.
- Encashment of leave at the end of tenure as per Company rules

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such Rule, perquisites shall be evaluated at actual cost to the Company.

Commission:

In addition to the above remuneration, Mr. Yogesh Kumar Jain shall be paid commission within the overall limit of 5% of the annual net profits, payable to all the Managing Directors, of the Company as may be decided by the Nomination and Remuneration Committee and/or Board of Directors as computed in the manner laid down under section 198 of the Companies Act, 2013 and subject to the ceiling laid down under sections 196 and 197 of the Companies Act, 2013 on the total remuneration.

Overall Ceiling:

Total Managerial Remuneration payable to Mr. Yogesh Kumar Jain, Managing Director of the Company for each financial year, whether paid as Salary, Perquisite or otherwise, shall be subject to overall ceiling as provided under the Companies Act, 2013 as under:-

- Total Managerial Remuneration payable to Mr. Yogesh Kumar Jain shall not exceed 5% of net profits of the Company for the financial year, and
- Total managerial remuneration payable to all the Managing / Whole Time Directors of the Company shall not exceed 10% of the net profits of the Company for that financial year.

RESOLVED FURTHER THAT remuneration including salary, perquisites, and other allowances payable to Mr. Yogesh Kumar Jain shall be revised up to 10% every year subject to the above mentioned overall ceiling while the tenure is continuing, as may be determined by the Nomination and Remuneration Committee and/or Board of Directors of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of services of Mr. Yogesh Kumar Jain, Managing Director, the payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution."

8. REVISION IN THE REMUNERATION OF MR. ANIL KUMAR RAO (DIN: 01224525), WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

'RESOLVED THAT pursuant to provisions of section 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations made there under (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the applicable provisions of SEBI (Listing and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Anil Kumar Rao, Whole time Director of the Company for the remaining tenure of his term, w.e.f. January 01, 2019.

RESOLVED FURTHER THAT Mr. Anil Kumar Rao, Whole time Director shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:

Salary:

Upto INR 6,51,585.00 (Rupees Six Lakhs Fifty One Thousand Five Hundred and Eighty Five Only) per month.

Perquisites: Mr. Anil Kumar Rao shall be entitled to perquisites as given below:-

- Rent free accommodation or house rent allowance upto 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the nomination and remuneration committee of the company from time to time.
- Reimbursement of medical expenses incurred for self and family upto one months' salary in a year or three months' salary over a period of three years.
- Leave travel concession for self and family once a year as per rules.
- Personal accident insurance where premium paid by our Company.
- Club fees for a maximum of two clubs (excluding admission and life membership fees).
- Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.
- Provision of chauffeur Driven Company's car (including all maintenance expenses).
- Provision of telephone service at residence.
- Encashment of leave at the end of tenure as per Company rules

Explanation: Perquisites shall be evaluated as per Income Tax rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost to the company.

Overall Ceiling:

Total Managerial Remuneration payable to Mr. Anil Kumar Rao, Whole time Director of the company for each financial year, whether paid as Salary, Perquisite or otherwise, shall be subject to overall ceiling as provided under the Companies Act, 2013 as under:-

- Total Managerial Remuneration payable to Mr. Anil Kumar Rao shall not exceed 5% of net profits of the company for the financial year, and
- Total managerial remuneration payable to all the Managing/ Whole Time Directors of the company shall not exceed 10% of the net profits of the company for that financial year.

RESOLVED FURTHER THAT remuneration including salary, perquisites, and other allowances payable to Mr. Anil Kumar Rao shall be revised up to 10% every year subject to the above mentioned overall ceiling, while the tenure is continuing, as may be determined by the Nomination and Remuneration Committee and/or Board of Directors of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of services of Mr. Anil Kumar Rao as Whole time Director, the

payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution."

9. RE-APPOINTMENT OF MR. ASHOK KUMAR GUPTA (DIN: 02808356) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:-**

'RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation made by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded for re-appointment of Mr. Ashok Kumar Gupta (DIN: 02808356) whose current period of office is expiring in the forthcoming Annual General Meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose office shall not be liable to retire by rotation, to hold office for further term of 5 (five) consecutive years on the Board of the Company effective from the date of Twentieth Annual General Meeting (AGM) upto the Twenty Fifth Annual General Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Ashok Kumar Gupta be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

10. RE-APPOINTMENT OF MR. C R SHARMA (DIN: 00522678) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS,

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:-**

'RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant

to recommendation made by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded for re-appointment of Mr. C R Sharma (DIN: 00522678) whose current period of office is expiring in the forthcoming Annual General Meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose office shall not be liable to retire by rotation, to hold office for further term of 5 (five) consecutive years on the Board of the Company effective from the date of Twentieth Annual General Meeting (AGM) upto the Twenty Fifth Annual General Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. C R Sharma be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

11. RE-APPOINTMENT OF MRS. DEEPIKA MITTAL (DIN: 06966373) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

To consider and, if thought fit, to pass the following resolution as **SPECIAL RESOLUTION:-**

'RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation made by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded for re-appointment of Mrs. Deepika Mittal (DIN: 06966373) whose current period of office is expiring in the forthcoming Annual General Meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose office shall not be liable to retire by rotation, to hold office for further term of 5 (five) consecutive years on the Board of the Company effective from the date of Twentieth Annual General Meeting (AGM) upto the Twenty Fifth Annual General Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Deepika Mittal be paid such fees, remuneration and profit linked commission as the Board of

Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

12. APPROVE CONTINUATION OF MR. C.R. SHARMA (DIN: 00522678) AS A NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

'RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, if any, including any statutory modification(s) or re-enactment thereof, for the time being in force, the consent of the members of the company be and is hereby accorded for continuation of Mr. C.R. Sharma (DIN - 00522678), who has attained the age of seventy-five years, as a Non-Executive Independent Director of the Company to hold office for 5 (five) consecutive years on the Board of the Company effective from the date of Twentieth Annual General Meeting (AGM) upto the Twentieth Annual General Meeting."

13. APPOINTMENT OF MR. KRISHAN KUMAR JALAN (DIN:01767702) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

'RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation made by the nomination and remuneration committee & Board of Directors, Mr. Krishan Kumar Jalan (DIN -01767702), who was appointed as an Additional Director on the Board of the Company w.e.f. February 13, 2019 and who is liable to hold office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") & Articles of Association of the Company and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Non Executive Independent Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a term of five consecutive years commencing from 13th February 2019 to 12th February 2024."

14. APPOINTMENT OF MR. TALLURI RAGHUPATI RAO (DIN: 01207205) AS DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

'RESOLVED THAT pursuant to the provision of section 149,152 and 161 and other applicable provisions of the Companies Act 2013, if any,read with relevant rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Aarticles of Aassociation of the Company and pursuant to the recommendation made by nomination & remuneration committee and Board of Directors,

Mr. Talluri Raghupati Rao (DIN –01207205), who was appointed as Additional Director of the Company w.e.f. August 10, 2019, and whose term expires at this Annual General Meeting, be and is hereby appointed as director of the Company whose office is liable to retire by rotation.”

15. APPOINTMENT OF MR. TALLURI RAGHUPATI RAO (DIN: 01207205) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Section 2(51), 196, 197, 203 of the Companies Act (2013) read with Schedule V, provisions of other applicable laws, if any, and subject to the applicable provisions of SEBI (Listing and Disclosure Requirements) Regulations, 2015, as amended and pursuant to recommendation made by the Nomination and Remuneration Committee and the Board of Directors, and such other approvals, if any, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Talluri Raghupati Rao (DIN – 01207205) as ‘Whole Time Director’ of the Company for a period of (five) years with effect from August 10, 2019 at remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as follows:

Salary: Upto INR 67,00,000 (Rupees Sixty Seven Lakh) per annum.

Perquisites: Mr. Talluri Raghupati Rao shall be entitled to perquisites within the limits as given below:-

- Rent free accommodation or house rent allowance upto of 40% of salary. Expenses pertaining to electricity will be borne/ reimbursed by the company. Company shall provide such furniture, fixture and furnishing as approved by the nomination and remuneration committee of the company from time to time.
- Reimbursement of medical expenses incurred for self and family upto one months’ salary in a year or three months’ salary over a period of three years.
- Leave travel concession for self and family once a year as per rules.
- Personal accident insurance where premium paid by our Company.
- Club fees for a maximum of two clubs (excluding admission and life membership fees).
- Provident fund, superannuation benefits and gratuity as per Company rules subject to the guidelines for managerial remuneration.
- Provision of chauffeur Driven Company’s car (including all maintenance expenses).
- Provision of telephone service at residence.
- Encashment of leave at the end of tenure as per Company rules

Explanation: Perquisites shall be evaluated as per Income Tax rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost to the Company.

Overall Ceiling:

Total Managerial Remuneration payable to Mr. Talluri Raghupati Rao for each financial year, whether paid as Salary, Perquisite or

otherwise, shall be subject to overall ceiling as provided under the Companies Act, 2013 as under:-

- Total Managerial Remuneration payable to Mr. Talluri Raghupati Rao shall not exceed 5% of net profits of the Company for the financial year, and
- Total managerial remuneration payable to all the Managing/ Whole Time Directors of the Company shall not exceed 10% of the net profits of the Company for that financial year.

RESOLVED FURTHER THAT remuneration including salary, perquisites, and other allowances payable to Mr. Talluri Raghupati Rao shall be revised up to 10% every year subject to the above mentioned overall ceiling, while the tenure is continuing, as may be determined by the Nomination and Remuneration Committee and/or Board of Directors of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of services of Mr. Talluri Raghupati Rao, the payment of managerial remuneration shall be governed by the limits as specified under Schedule V of the Companies Act, 2013 or under any other applicable provisions of the Companies Act, 2013 as may be amended from time to time or any statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution.”

**By order of the Board of Directors
For PNC Infratech Limited**

Tapan Jain
Company Secretary
M. No. A22603

Corporate office

PNC Tower, 3/22-D, Civil Lines,
Agra Delhi Bypass Road, National Highway 2,
Agra 282 002, India

Dated: 10th August, 2019

Place: Agra

NOTES

1. **PROXIES: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE ‘MEETING’) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member. The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.

Every Member entitled to vote at the Meeting can inspect the proxies lodged at the Company, at any time during the business hours of the Company, during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting

2. **Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
3. **Communication:** Electronic copy of the Annual Report 2018-19 and the Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members, whose email IDs are registered with the Company's Registrar and Share Transfer Agents / Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members, who have not registered their email IDs, physical copies of the Annual Report 2018-19 and the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode. As green initiative and to contribute our bit for the environment, members are requested to register their email id for getting soft copy of annual report. Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting.

Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialized form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting.

4. **Registrar & Share Transfer Agents and Depository Participant:** Members holding Shares in physical mode are requested to intimate changes in their address, bank details, ECS mandate, nomination, power of attorney, change in name/ address etc. to Link Intime India Private Limited, Registrar and Share Transfer Agents (RTA) of the Company located at 44, Community Centre, II nd Floor, Naraina Industrial Area Phase I, Near PVR Naraina, New Delhi.
Members holding Shares in electronic mode are requested to send the intimation for change of address, bank details, ECS mandate, nomination, power of attorney, change in name/ address etc. to their respective Depository Participants, any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
5. **Nomination Facility:** Members holding shares in the physical form and desirous of making / changing nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Link Intime India Private Limited, who will provide

the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.

6. **Book Closure:** Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of electronic credit / dispatch of dividend and AGM.
7. **Dividend:** Subject to the provisions of Section 123 to Section 127 of the Companies Act, 2013, Dividend on Equity Shares for the year ended March 31, 2019 as recommended by the Board, if sanctioned at the AGM, will be paid within a period of 30 days from the date of declaration to those members whose name appears—
 - a. As beneficial owners of the shares as per list to be furnished by the Depositories in respect of the shares held in demat form on the closing hours of the business on Monday, September 23, 2019
 - b. As Members on the Register of Members of the Company as on Monday, September 23, 2019.

Members who are holding Shares in electronic form may note that bank particulars registered with their respective Depository Participants will be used by the Company for electronic credit / dispatch of dividend. The Company or its Registrar and Share Transfer Agents (RTA) cannot act on any request received directly from the Members holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the Members concerned to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

8. **Go Green Initiative:** Members holding shares in physical mode are requested to take the benefits of dematerialization of their shares by approaching to any of the Depository Participants. Members may please also note that pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and SEBI Circular dated 3 December 2018 w.e.f. 1 April 2019, except in case of transmission or transposition of securities, all requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with any of the Depository.
9. **Consolidation of Multiple Folios:** Members who hold Shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.
10. **Mandatory PAN Submission:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited.
11. **Inspection by Members:** All Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during the business hours upto the date of the Annual General Meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.

12. **Subsidiary Accounts:** In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the Company on making requisition to the Company Secretary or email at complianceofficer@pncinfratech.com.

A Statement containing the salient features of the financial statement of subsidiaries forms part of the Annual Report of the Company. The audited financial statements will also be available for inspection at the Registered Office of the Company and the concerned subsidiary companies during business hours on all working days, except Saturdays, Sundays and public holidays, during the business hours upto the date of the Annual General Meeting. Further, the documents shall also be available on the website of the Company www.pncinfratech.com.

13. **Voting through electronic means (E-Voting) :**

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard-2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 20th Annual General Meeting by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LI IPL).

The facility for voting through ballot paper shall be made available at the AGM and Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The Members who have casted their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- ❖ **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**
1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID

- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> ▪ Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> ▪ Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/ or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one

special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View 'Event No' of the company, you choose to vote.
2. On the voting page, you will see 'Resolution Description' and against the same the option 'Favour/ Against' for voting. Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'YES', else to change your vote, click on 'NO' and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on 'Print' option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular 'Event'.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently

Asked Questions ("FAQs") and Insta vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

14. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on cut-off date i.e. Monday, 23rd September 2019 may write to Registrar & Share Transfer Agent of the Company, Link Intime India Private Limited, India or send an e-mail at delhi@linkintime.co.in or enotices@linkintime.co.in
15. The shareholders may also contact in case of any grievance connected with e-voting to:
Tapan Jain
Company Secretary & Compliance Officer
Address: PNC Tower, 3/22-D, Civil Lines, Bypass Road, NH-2, Agra-282002
Email id: complianceofficer@pncinftratech.com
Phone No.: 0562-4054400
Fax No. : 0562-4070011
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 23rd September 2019.
17. The Company has appointed Mr. Deepak Gupta, Company Secretary, Partner of DR Associates (Membership No. FCS 5339; CP No. 4629) as the Scrutinizer who will conduct the remote e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
19. As per the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within 48 hours of the conclusion of the AGM. The results declared along with Scrutiniser's Report shall be placed on the Company's website www.pncinftratech.com; the LIPL's website <https://instavote.linkintime.co.in/>
20. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
21. **Information of Directors pursuant to Listing Regulations:** At the ensuing Meeting of the Company, Mr. Yogesh Kumar Jain, Managing Director, retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible, seeks re-appointment.
Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2), the particulars of the aforesaid Directors seeking appointment or re-appointment at the AGM are given in **Annexure A.**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')

As required by Section 102 of the Act, the following Explanatory Statements sets out the material facts relating to the Special Businesses mentioned under item Nos. 4 to 15 of the accompanying Notice:

ITEM NO. 4

The Board of Directors of the Company on recommendation made by Audit Committee, has approved the appointment of M/s. R K G & Associates(Firm Registration Number – 000272), Cost Accountants, Agra as the Cost Auditors of the Company for conducting the audit of the cost records of the Company for the Financial Year 2019-20 with remuneration of INR 50,000/- plus taxes, as applicable, and reimbursement of actual out-of-pocket expenses incurred by them in connection with the aforesaid audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of this Notice for approval of the Members.

ITEM NO. 5 to 8

The members of the Company, by way of passing resolution in the Annual General Meeting held on September 29, 2018 had approved the increase in remuneration of Mr. Pradeep Kumar Jain, Mr. Chakresh Kumar Jain, Mr. Yogesh Kumar Jain, Managing Directors of the Company was effective from April 01, 2018, and of Mr. Anil Kumar Rao, Whole Time Director of the company which was effective from January 01, 2018.

Taking into consideration the increased business activities of the Company and the responsibilities cast on the Managing Directors and Whole Time Director of the Company and on the recommendation made by Nomination and Remuneration Committee, the Board, at its meeting held on February 13, 2019 respectively has approved the increase in remuneration of Managing Directors and Whole time Director of the Company subject to the approval of the members of the Company. All other terms and conditions of appointment of Managing Directors and Whole time Director of the Company, as approved earlier remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended.

Other than Mr. Pradeep Kumar Jain, Mr. Chakresh Kumar Jain, Mr. Yogesh Kumar Jain, and Mr. Anil Kumar Rao none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 5 to 8 of the accompanying Notice.

The details of shareholding held by the Managing Directors, Whole time Director and their relatives in the Company are as follows:-

1. Shareholding held by Mr. Pradeep Kumar Jain and his relatives:-

Sl. No.	Name of the KMP & Their Relative	No. of Equity Share of Face Value of INR 2/- each	Percentage of Total No. of Share
1.	Mr. Pradeep Kumar Jain	1,53,49,500	5.98
2.	Mr. Navin Kumar Jain	1,80,96,000	7.05
3.	Mr. Chakresh Kumar Jain	25,14,000	0.98
4.	Mr. Yogesh Kumar Jain	1,67,94,000	6.55
5.	Mrs. Meena Jain	74,26,500	2.89
6.	Mr. Abhinandan Jain	17,43,000	0.68
7.	Pradeep Kumar Jain HUF	52,50,000	2.05
	Total	6,71,73,000	26.18

1.	Mr. Pradeep Kumar Jain	1,53,49,500	5.98
2.	Mr. Navin Kumar Jain	1,80,96,000	7.05
3.	Mr. Chakresh Kumar Jain	25,14,000	0.98
4.	Mr. Yogesh Kumar Jain	1,67,94,000	6.55
5.	Mrs. Meena Jain	74,26,500	2.89
6.	Mr. Abhinandan Jain	17,43,000	0.68
7.	Pradeep Kumar Jain HUF	52,50,000	2.05
	Total	6,71,73,000	26.18

2. Shareholding held by Mr. Chakresh Kumar Jain and his relatives -

Sl. No.	Name of the KMP & Their Relative	No. of Equity Share of Face Value of INR 2/- each	Percentage of Total No. of Share
1.	Mr. Chakresh Kumar Jain	25,14,000	0.98
2.	Mr. Pradeep Kumar Jain	1,53,49,500	5.98
3.	Mr. Navin Kumar Jain	1,80,96,000	7.05
4.	Mr. Yogesh Kumar Jain	1,67,94,000	6.55
5.	Mrs. Madhavi Jain	1,79,98,500	7.02
6.	Chakresh Kumar Jain HUF	92,56,500	3.61
	Total	8,00,08,500	31.19

3. Shareholding held by Mr. Yogesh Kumar Jain and his relatives -

Sl. No.	Name of the KMP & Their Relative	No. of Equity Share of Face Value of INR 2/- each	Percentage of Total No. of Share
1.	Mr. Yogesh Kumar Jain	1,67,94,000	6.55
2.	Mr. Pradeep Kumar Jain	1,53,49,500	5.98
3.	Mr. Navin Kumar Jain	1,80,96,000	7.05
4.	Mr. Chakresh Kumar Jain	25,14,000	0.98
5.	Mrs Ashita Jain	78,73,500	3.07
6.	Yogesh Kumar Jain HUF	51,01,500	1.99
	Total	6,57,28,500	25.62

4. Shareholding held by Mr. Anil Kumar Rao and his relative -

Sl. No.	Name of the KMP & Their Relative	No. of Equity Share of Face Value of INR 2/- each	Percentage of Total No. of Share
1.	Mr. Anil Kumar Rao	80500	0.03
	Total	80500	0.03

Mr. Pradeep Kumar Jain, Mr. Chakresh Kumar Jain and Mr. Yogesh Kumar Jain are brothers.

Further details of Managing Directors and Whole time Director pursuant to Secretarial Standard - 2 have been given in the Annexure -A to this Notice.

The Board recommends the Special Resolution at Item Nos. 5 to 8 of this Notice for approval of the Members.

ITEM NO. 9 TO 11

The Members at the 15th Annual General Meeting held on September 11, 2014 approved the appointment of Mr. Ashok Kumar Gupta, Mr. C.R. Sharma & Mrs. Deepika Mittal as an Independent Non-Executive Directors of the Company for a period of consecutive five years with effect from the said date till the conclusion of the 20th Annual General

Meeting of the Company and their current term as Independent Director is set to expire on September 30, 2019.

The Nomination and Remuneration Committee (the 'NRC') of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Ashok Kumar Gupta, Mr. C. R. Sharma & Mrs. Deepika Mittal as an Independent Directors, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given their background and experience and contributions made by them during their tenure, the continued association of aforesaid Directors would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Director(s). Accordingly, it is proposed to re-appoint Mr. Ashok Kumar Gupta, Mr. C. R. Sharma & Mrs. Deepika Mittal as an Independent Director(s) of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

They are not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ('the Act'), and have given their consent to act as a director. The Company has also received declaration from them that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

In the opinion of the Board, they fulfil the conditions for appointment as an Independent Director(s) as specified in the Act and the Listing Regulations. They are independent of the management.

They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Further details of Mr. Ashok Kumar Gupta, Mr. C.R. Sharma & Mrs. Deepika Mittal, pursuant to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings) have been given in the **Annexure-A** to this Notice.

They do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

Mr. Ashok Kumar Gupta is interested in the resolution set out at Item No. 9 of the Notice with regard to his re-appointment and is not related to other Directors or Key Managerial Personnel of the Company.

Mr. C. R. Sharma holds 4500 equity shares of the face value of 2/- each in the Company and is interested in the resolution set out at Item No. 10 of the Notice with regard to his re-appointment and is not related to other Directors or Key Managerial Personnel of the Company.

Mrs. Deepika Mittal is interested in the resolution set out at Item No. 11 of the Notice with regard to her re-appointment and is not related to other Directors or Key Managerial Personnel of the Company.

The Board recommends Special Resolutions No. 9 to 11 for your approval..

ITEM NO. 12

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. C.R. Sharma (Date of Birth: November 13, 1942) was appointed as Non-Executive Independent Directors of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV and Rules

made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of the Fifteenth Annual General Meeting (AGM) of the Company. Mr C. R. Sharma is more than 75 years of age and re-appointing as an Independent Director for a second term of five consecutive years w.e.f September 30, 2019 and pursuant to SEBI Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018, his continuation as Non-Executive Independent Directors shall require approval of shareholders by way of special resolution.

A brief justification for their continuation as Non-Executive Independent Directors on the Board of the Company with effect from 1st April, 2019 is as under:

Mr. C.R. Sharma is an eminent personality and his professional profile and proven experience is a valuable asset to the Company which adds diversity and enriched points of view in the Board's discussions. The Board of Directors is of the opinion that Mr. Sharma is a person of integrity, possess relevant expertise and vast experience and his association as Non-Executive Independent Directors will be beneficial and in the best interest of the Company. His presence on the Board of the Company adds more value and gives confidence to the Board in its decisions. Moreover, under his able guidance the Company has delivered good payoffs to all stakeholders in the form of improved valuations, sound governance practices, good dividend, etc. Further, his association supports a good balance in the composition of the Board.

A brief resume of the said Director, the nature of his expertise in specific functional areas, names of Companies in which he has held Directorships, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto in **Annexure-A**.

The said Independent Director is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors or Key Managerial Personnel) other than the Mr. C.R. Sharma himself is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommend the special resolution as set out at Item No. 12 for your approval.

ITEM NO. 13

The Board of Directors, on the recommendation made by Nomination and Remuneration Committee, appointed Mr. Krishan Kumar Jalan, as an Additional Non-Executive Director w.e.f February 13, 2019 in the capacity of Independent Director of the Company, not liable to retire by rotation, who shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Krishan Kumar Jalan, shall hold office up to the date of this AGM and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Krishan Kumar Jalan, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In the opinion of the Board, Mr. Krishan Kumar Jalan, fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be

PNC INFRATECH LIMITED

kept open at the venue of the AGM.

Mr. Krishan Kumar Jalan is a retired IAS Officer and has served at various positions last position being Secretary to the Government of India for Ministry of MSME. He has spent 35 years in Indian Administrative Service, and has held various Posts such as Additional Chief Secretary, Principal Secretary and Director of various departments. During his career he has also worked as Central Provident Fund Commissioner where he was instrumental in bringing e-governance in EPFO; Joint Secretary in the Ministry of Textiles.

In his initial career, he has worked as Deputy Commissioner of five districts namely Bhiwani, Sonapat, Rewari, Faridabad and Karnal. Mr. Jalan is academically brilliant, and has dual Masters Degree (M Phil) in Mathematics and Public Administration. He has also completed Masters of Social Science in Development Administration from the University of Birmingham, U.K. Considering the rich experience of Mr. Krishan Kumar Jalan the Board is of the opinion that his appointment will be in the interest of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Krishan Kumar Jalan as an Independent Director is now being placed before the Members for their approval.

Further details of Mr. Krishan Kumar Jalan, pursuant to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings) have been given in the **Annexure-A** to this Notice.

Except Mr. Krishan Kumar Jalan, and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 13 of this Notice.

The Board recommends the Ordinary Resolution at Item No. 13 of this Notice for approval of the Members.

ITEM NO. 14 TO 15

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee at their meeting held on August 10, 2019 has approved the appointment of Mr. Talluri Raghupati Rao as an Additional Director of the Company with effect from the August 10, 2019. In accordance with the provisions of Section 161(1) of Companies Act, 2013 he shall hold office up to the date of the forthcoming Annual General Meeting. Further, at the same meeting, The Board of Directors of the Company appointed Mr. Talluri Raghupati Rao as a Whole-time Director, liable to retire by rotation, for a period of 5 (five) years with effect from August 10, 2019, subject to the approval of Shareholder at the Annual General Meeting and the Central Government and other statutory authorities whenever necessary.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Talluri Raghupati Rao signifying his candidature as Director of the Company. Mr. Talluri Raghupati Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director and satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

Mr. Talluri Raghupati Rao, shall be entitled to remuneration by way of Salary, Dearness Allowance, Perquisites and other allowances as mentioned in Resolution 14 and 15.

A brief profile of Mr. Talluri Raghupati Rao, including nature of his expertise, is provided in **Annexure-A**.

Mr. Talluri Raghupati Rao holds 4000 equity shares of the face value of 2/- each in the Company and is not related to other Directors or Key Managerial Personnel of the Company.

It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Talluri Raghupati Rao as a Whole-time Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Rao as the Whole-time Director of the Company.

Except Mr. Talluri Raghupati Rao and their relative, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution set out at item no. 14 & 15.

The Board commends the Ordinary Resolution set out at Item No. 14 and 15 for the approval of Members.

**By order of the Board of Directors
For PNC Infratech Limited**

Tapan Jain
Company Secretary
M. No. A22603

Corporate office

PNC Tower, 3/22-D, Civil Lines,
Agra Delhi Bypass Road, National Highway 2,
Agra 282 002, India

Dated: 10 August, 2019

Place: Agra

Annexure A

Details of the Directors seeking appointment/ re-appointment or revision in remuneration at the forthcoming Annual General Meeting

(In pursuance of Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

Particulars	Details								
	Mr. Krishan Kumar Jalan	Mr. Pradeep Kumar Jain	Mr. Chakresh Kumar Jain	Mr. Yogesh Kumar Jain	Mr. Anil Kumar Rao	Mr. Ashok Kumar Gupta	Mr. Chhotu Ram Sharma	Mrs. Deepika Mittal	Mr. Talluri Raghupati Rao
DIN	01767702	00086653	00086768	00086811	01224525	02808356	00522678	06966373	01207205
Date of Birth	6-Jun-57	28-Aug-57	1-Dec-63	19-Sep-71	10-Aug-62	29-Nov-50	13-Nov-42	15-Oct-78	15-Feb-64
Date of First Appointment	13-Feb-19	9-Aug-99	9-Aug-99	9-Aug-99	17-Nov-00	20-Sep-09	25-Oct-07	8-Sep-14	10-Aug-19
Date of last re-appointment	N.A.	1-Oct-16	1-Oct-16	1-Oct-16	1-Oct-16	11-Sep-14	11-Sep-14	N.A.	N.A.
Qualification and Experience in Specific functional area	He is a Post Graduate in Social Science (Development Administration) with distinction from University of Birmingham, UK. He has an experience of over 40 years which includes Secretary to the Government of India (Jan 2016 – Jun 2017) for the Ministry of Micro, Small & Medium Enterprises (MSME)	He holds a bachelor's degree in arts. He has remarkable experience in the construction and infrastructure sector and allied areas.	He holds a bachelor's degree in science & bachelor's degree in law. He has exceptional experience in development of infrastructure sector, such as, construction of highways, airports, rail over bridges among others.	He holds a bachelor's degree in civil engineering. He has paramount experience in planning, execution, supervision of work from the initiation of pre-qualification and tendering.	He holds a bachelor's degree in civil engineering and a master's degree in engineering. He has over 30 years of experience in the infrastructure industry and allied areas. He also has experience in the execution of runway related, road-related and other infrastructure projects.	He holds a bachelor's degree in Medicine and a master's degree in Surgery. His professional experience includes serving as professor in S.N. Medical College, Agra along with rich experience in business and management.	He holds bachelor's degree in arts from Delhi University	She holds a bachelor's degree in Commerce and Law. She is also a qualified Chartered Accountant. Her professional experience of 16 years includes financial Management and taxation and audit activities. She is also a designated partner at M/s. PMA & Co., Chartered Accountants, Agra.	He also holds a Post Graduate Diploma in Construction Management. Mr. Rao is having over three and half decades of progressively responsible experience in 'Planning, Engineering, Development, Implementation and Management of infrastructure projects across sectors including highways, expressways, bridges, airports, ports, industrial area development, urban transport and urban infrastructure.
Terms & Conditions of re-appointment	As per Company's Nomination and Remuneration (NRC) Policy								
Details of remuneration sought to be paid	Sitting fees in accordance with Section 197(5)	INR 258.00 lakhs per annum	INR 234.00 Lakhs per annum	INR 234.00 Lakhs per annum	INR 78.19 Lakhs per annum	Sitting fees in accordance with Section 197(5)	Sitting fees in accordance with Section 197(5)	Sitting fees in accordance with Section 197(5)	67.00 Lakhs per annum
Remuneration last drawn [In INR]	Nil	INR 234.00 lakhs per annum	INR 210.00 Lakhs per annum	INR 210.00 Lakhs per annum	INR 72.85 Lakhs per annum	Sitting fees in accordance with Section 197(5)	Sitting fees in accordance with Section 197(5)	Sitting fees in accordance with Section 197(5)	Nil
Shareholding in the Company (No. of Equity Share of Face Value of INR 2/- each)	Nil	15349500	2514000	16794000	80500	Nil	4500	Nil	4000

PNC INFRA TECH LIMITED

Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None of Directors and KMP are Relatives	Mr. Chakresh Kumar Jain (Brother) Mr. Yogesh Kumar Jain (Brother)	Mr. Pradeep Kumar Jain (Brother) Mr. Yogesh Kumar Jain (Brother)	Mr. Pradeep Kumar Jain (Brother) Mr. Chakresh Kumar Jain (Brother)	None of Directors and KMP are Relatives	None of Directors and KMP are Relatives	None of Directors and KMP are Relatives	None of Directors and KMP are Relatives	None of Directors and KMP are Relatives
The number of Meetings of the Board attended during the year 2018-19	N.A.	Four	Four	Four	Four	Four	Three	Four	N.A.
Directorship in other Companies	Director in – Minda Industries Limited; Pantomath Capital Advisors Private Limited; Minda Kyoraku Limited	Director in - PNC Project Private Limited; PNC Cold Storage Private Limited; PNC Infrastructure Private Limited; PNC Infra Holdings Limited and Royal Megatech Private Limited.	Director in – PNC Cold Storage Private Limited; PNC Project Private Limited; PNC Power Private Limited; PNC Airways Private Limited; PNC Kanpur Highways Limited; PNC Infra Holdings Limited and PNC Mining Private Limited;	Director in – PNC Cold Storage Private Limited; PNC Infrastructure Private Limited; PNC Power Private Limited; PNC Airways Private Limited; PNC Infra Holdings Limited; PNC Kanpur Highways Limited; and Royal Megatech Private Limited.	Director in – PNC Kanpur Highways Limited; Ferrovia Transrail Solutions Private Limited; MP Highways Private Limited; PNC Rajasthan Highways Private Limited; PNC Chitradurga Highways Private Limited and PNC Challakere (Karnataka) Highways Private Limited	Director in – PNC Infra Holdings Limited	Director in – Sterling Tools Limited; Ka-Sh Advisory Services Private Limited.	-	Director in – PNC Delhi Industrialinfra Private Ltd; PNC Bareilly Nainital Highways Private Ltd; Indian Highways Management Company Limited; PNC Khajuraho Highways Private Ltd; PNC Bundelkhand Highways Private Ltd; PNC Triveni Sangam Highways Private Ltd; PNC Aligarh Highways Private Ltd;
Membership/ Chairmanship of Committees of other Boards	Minda Industries Ltd.	PNC Infra Holdings Ltd	PNC Infra Holdings Ltd.			PNC Infra Holdings Ltd.	Sterling Tools Limited		
	Audit Committee-Member CSR Committee-Member Stakeholder Relationship Committee-Member	CSR Committee-Chairman	CSR Committee-Member			CSR Committee-Member	Audit Committee-Chairman		
	Minda Kyoraku Ltd.								
	Audit Committee-Chairman NRC-Chairman								



PNC Infratech Limited

Registered office: NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017
(CIN -L45201DL1999PLC195937)
Tel: (+91 11) 2957 4800 Fax: (+91 11) 2956 3844 E-mail: complianceofficer@pncinfratech.com
Website: www.pncinfratech.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the meeting

DP Id*	
Client Id*	

Folio No.	
No.of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 20th ANNUAL GENERAL MEETING of the Company held on Monday, September 30, 2019 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065.

Signature of member/Proxy holder(s)

*Applicable for investors holding shares in electronic form.



PNC Infratech Limited

Registered office: NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017
(CIN -L45201DL1999PLC195937)
Tel: (+91 11) 2957 4800 Fax: (+91 11) 2956 3844 E-mail: complianceofficer@pncinfratech.com
Website: www.pncinfratech.com

FORM NO.MGT-11

PROXY FORM

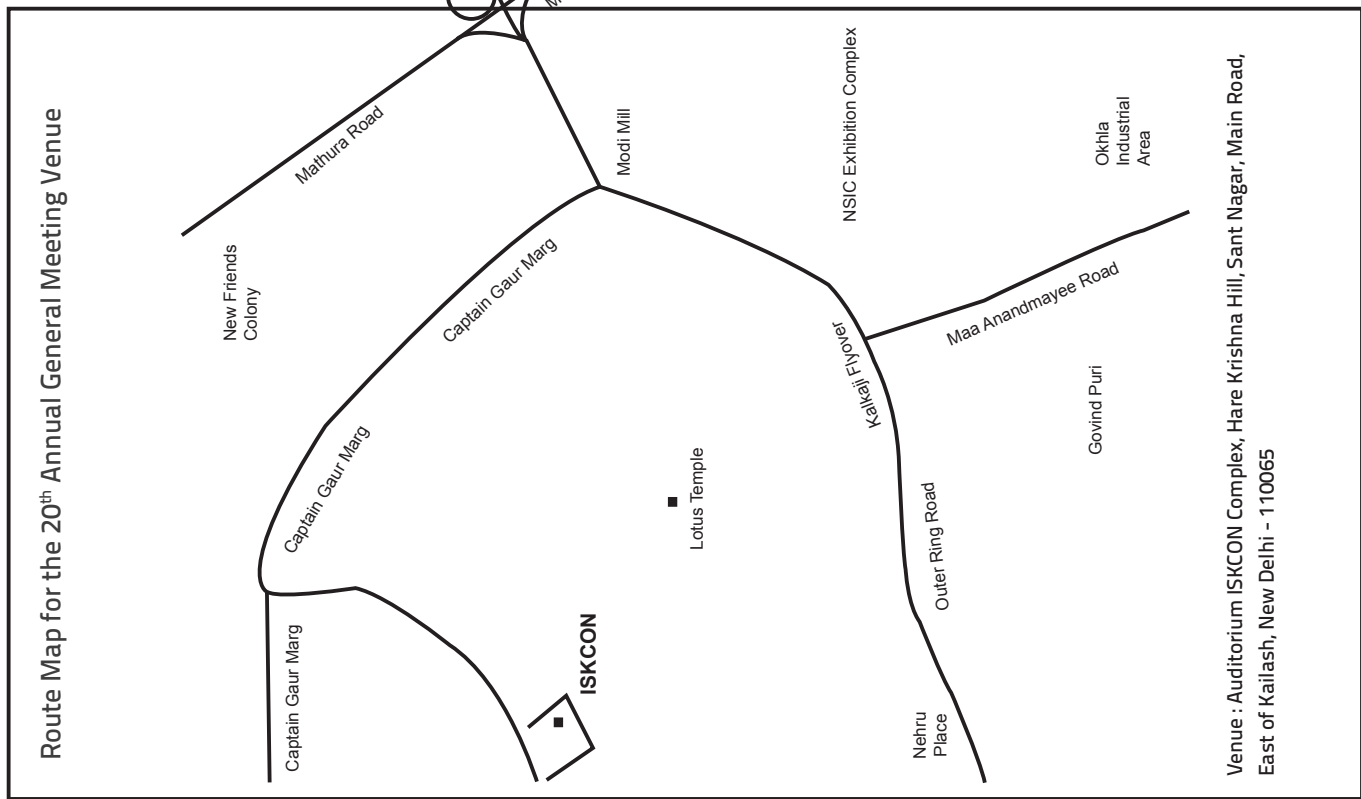
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) Registered Address		E-mail Id Folio No./ *Client ID *DP ID	
---	--	--	--

I / We, being the holder/s of equity shares of PNC Infratech Limited, hereby appoint:

- 1) of having e-mail id or failing him
- 2) of having e-mail id or failing him
- 3) of having e-mail id

and whose signature(s) is appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on the **Monday, September 30, 2019 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065** and at any adjournment thereof in respect of such resolutions as are indicated below:



**I wish my above Proxy to vote in the manner as indicated in the box below:

Particulars	For	Against
1. To receive, consider and adopt – a) The audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, along with the report of the Board of Directors and Auditors thereon; b) The audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, along with the report of the Auditors thereon.		
2. To declare dividend on equity shares for the financial year ended 31st March 2019		
3. To appoint a Director in place of Shri Yogesh Kumar Jain, Managing Director, (DIN: 00086811), who retires by rotation and being eligible, offers himself for re-appointment		
4. Ratification of Remuneration payable to M/S. R K G & Associates, Cost Auditors of the Company		
5. Revision in the remuneration of Mr. Pradeep Kumar Jain (Din: 00086653), Chairman and Managing Director of the Company		
6. Revision in the remuneration of Mr. Chakresh Kumar Jain (Din: 00086768), Managing Director of the Company		
7. Revision In the remuneration of Mr. Yogesh Kumar Jain (Din: 00086811), Managing Director of the Company		
8. Revision in the remuneration of Mr. Anil Kumar Rao (Din: 01224525), Whole Time Director of the Company		
9. Re-Appointment of Mr. Ashok Kumar Gupta (Din: 02808356) as an Independent Director for a Second Term of Five Consecutive Years.		
10. Re-appointment of Mr. C R Sharma (Din: 00522678) as an Independent Director for a second term of five consecutive years.		
11. Re-Appointment of Mrs. Deepika Mittal (Din: 06966373) as an Independent Director for a second term of five consecutive years.		
12. Approve Continuation of Mr. C.R. Sharma (Din: 00522678) as a Non- Executive Independent Director of the Company		
13. Appointment of Mr. Krishan Kumar Jalan (Din: 01767702) as an Independent Director of the Company		
14. Appointment of Mr. Talluri Raghupati Rao (Din: 01207205) as a Director, liable to retire by rotation		
15. Appointment of Mr. Talluri Raghupati Rao (Din: 01207205) as a Whole-Time Director of the Company		

*Applicable for investors holding shares in electronic form. **This is Optional

Signed this..... day of....., 2019

Signature of member

Signature of Proxy holder(s)

Please Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.