

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

U74899DL1969GOI005070

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACW0764A

(ii) (a) Name of the company

WAPCOS LIMITED

(b) Registered office address

5TH FLOOR KAILASH 26KASTURBA GANDHI MARG
NEW DELHI
Delhi
110001
India

(c) *e-mail ID of the company

corporate@wapcos.co.in

(d) *Telephone number with STD code

01123354532

(e) Website

http://wapcos.co.in

(iii) Date of Incorporation

26/06/1969

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

(v) Whether company is having share capital

☒ Yes

☐ No

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

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 29/12/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☒ Yes ☐ No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension F64891856

Pre-fill

(e) Extended due date of AGM after grant of extension 31/12/2023

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	M	Professional, Scientific and Technical	M4	Architecture, engineering activities, technical testing and analysis activities	48.57
2	F	Construction	F2	Roads, railways, Utility projects	51.43

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

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NATIONAL PROJECTS CONSTR	U45202DL1957GOI002752	Subsidiary	98.89

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

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	130,000,000	130,000,000	130,000,000
Total amount of equity shares (in Rupees)	2,000,000,000	1,300,000,000	1,300,000,000	1,300,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	200,000,000	130,000,000	130,000,000	130,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,000,000,000	1,300,000,000	1,300,000,000	1,300,000,000

(b) Preference share capital

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

Number of classes

0

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

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	130,000,000	0	130000000	1,300,000,0	1,300,000,	

Increase during the year	0	129,994,800	129994800	1,299,948,0	1,299,948,0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Increase in Demat of Physical Shares	0	129,994,800	129994800	1,299,948,0	1,299,948,	
Decrease during the year	129,994,800	0	129994800	1,299,948,0	1,299,948,0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify Decrease in physical shares due to Dematerialisation	129,994,800	0	129994800	1,299,948,0	1,299,948,	
At the end of the year	5,200	129,994,800	130000000	1,300,000,0	1,300,000,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE010101017

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

0

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

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

☐

Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☒

No

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

Date of the previous annual general meeting		20/12/2022	
Date of registration of transfer (Date Month Year)		25/05/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	2,600	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		64	
Transferor's Name	Sethi		Manoj
	Surname	middle name	first name
Ledger Folio of Transferee		67	
Transferee's Name	Mishra		Richa
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		28/08/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	2,600	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		62	
Transferor's Name	Awasthi		Sanjay
	Surname	middle name	first name
Ledger Folio of Transferee		68	
Transferee's Name	Mohan		Anand
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		17/01/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	2,600	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		66	
Transferor's Name	Thakur		Abhay
	Surname	middle name	first name
Ledger Folio of Transferee		69	
Transferee's Name	Sheikh	Rahman	Md. Noor
	Surname	middle name	first name

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

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

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

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

14,196,081,431

(ii) Net worth of the Company

5,594,620,421

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	130,000,000	100	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	130,000,000	100	0	0

Total number of shareholders (promoters)

8

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

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

8

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

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	3	5	3	4	0	0
(i) Non-Independent	3	0	3	0	0	0
(ii) Independent	0	5	0	4	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	3	7	3	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shri Rajni Kant Agrawal	*****94	Managing Director	2,600	
Shri Anupam Mishra	*****48	Whole-time director	2,600	
Shri Pankaj Kapoor	*****69	Whole-time director	2,600	
Shri Anand Mohan	*****05	Nominee director	2,600	
Shri Md Noor Rahman	*****01	Nominee director	2,600	16/08/2023
Shri Anil Kumar Triguna	*****94	Director	0	
Shri Jasbir Singh Thakur	*****77	Director	0	
Shri Lakhanlal Sahu	*****18	Director	0	
Shri Partha Sarathi Ghosh	*****08	Director	0	
Shri Pankaj Kapoor	AH*****3A	CFO	2,600	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Shri Anand Mohan	*****05	Nominee director	10/08/2022	Appointment
Shri Md Noor Rahman	*****01	Nominee director	29/12/2022	Appointment
Shri Abhay Thakur	*****32	Nominee director	07/06/2022	Cessation
Shri Subodh Yadav	*****82	Nominee director	10/08/2022	Cessation
Ms. Preeti Madan	*****44	Director	22/07/2022	Cessation

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

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

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	07/12/2022	8	7	87.5
Adjourned Annual General Meeting	20/12/2022	8	6	75

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2022	10	9	90
2	28/08/2022	8	8	100
3	23/09/2022	8	8	100
4	15/11/2022	8	8	100
5	06/02/2023	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/05/2022	3	3	100
2	Audit Committee	28/08/2022	4	4	100
3	Audit Committee	23/09/2022	4	4	100
4	Audit Committee	15/11/2022	4	4	100
5	Audit Committee	06/02/2023	4	4	100
6	CSR Committee	19/04/2022	5	5	100
7	CSR Committee	02/08/2022	4	4	100
8	CSR Committee	07/11/2022	4	4	100
9	CSR Committee	29/03/2023	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
10	R&D Committee	07/02/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/12/2023
								(Y/N/NA)
1	Shri Rajni Kant Agrawal	5	5	100	0	0	0	Yes
2	Shri Anupam Mishra	5	5	100	10	10	100	Yes
3	Shri Pankaj Kapoor	5	5	100	1	0	0	Yes
4	Shri Anand Mohan	4	4	100	0	0	0	Yes
5	Shri Md Noor ul Haque	1	0	0	0	0	0	No
6	Shri Anil Kumar	5	5	100	10	10	100	Yes
7	Shri Jasbir Singh	5	5	100	10	10	100	Yes
8	Shri Lakhanlal	5	5	100	7	7	100	Yes
9	Shri Partha Sarathi	5	5	100	8	8	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Shri Rajni Kant Agrawal	Chairman-cum-MD	4,710,433	0	0	0	4,710,433
2	Shri Anupam Mishra	Director (C&HR)	4,996,926	0	0	0	4,996,926
3	Shri Pankaj Kapoor	Director (Finance)	5,301,230	0	0	0	5,301,230
	Total		15,008,589	0	0	0	15,008,589

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Pankaj Kapoor	CFO	5,301,230	0	0	0	5,301,230
2	Ms. Kavita Parmar	Company Secre	1,188,438	0	0	0	1,188,438
	Total		6,489,668	0	0	0	6,489,668

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ms. Preeti Madan	Independent Dir	0	0	0	45,000	45,000
2	Shri Anil Kumar Trig	Independent Dir	0	0	0	355,000	355,000
3	Shri Jasbir Singh Th	Independent Dir	0	0	0	360,000	360,000
4	Shri Lakhanlal Sahu	Independent Dir	0	0	0	300,000	300,000
5	Shri Partha Sarthi G	Independent Dir	0	0	0	320,000	320,000
	Total		0	0	0	1,380,000	1,380,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

1. The Company did not have a Woman Director u/s 149(1) of the Companies Act, 2013 and Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 from 22.07.2022 to 31.03.2023.

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

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

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

☒ Yes ☐ No

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

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

Name

Urvashi Verma & Associates

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

20456

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 18 dated 25/02/2021

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

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

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

To be digitally signed by

Director

ANUPAM MISHRA
Digitally signed by ANUPAM MISHRA
Date: 2024.02.27 12:27:20 +05'30'

DIN of the director

*****48

To be digitally signed by

Shailendra Vishwakarma
Digitally signed by Shailendra Vishwakarma
Date: 2024.02.27 12:28:06 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

Attach**Attach****Attach****Attach****List of attachments**

List of Shareholders.pdf
Approval letter for extention of AGM pdf.pdf
MGT-8_WAPCOS_2022-23.pdf
Committee Meetings details.pdf
Certificate Company Secretary.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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