

ANNEXURE VII TO THE DIRECTORS REPORT

FORM NO. MGT.9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	U31101DL2006PLC148862
ii)	Registration Date	17/05/2006
iii)	Name of the Company	Bhilwara Energy Limited
iv)	Category / Sub-Category of the Company	Public Company/ Limited by shares Indian Non Government Company
v)	Address of the registered office and contact details	Bhilwara Bhawan, 40-41, Community Centre, New Friends Colony, New Delhi-110025
vi)	Whether listed company Yes / No	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any-	Skyline Financial Services Private Limited, D-153A, Ist Floor, Okhla Industrial Area, Phase – I, New Delhi-110020. Tel.: 011 64732681-88 Fax: +91 11 26812682

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	Power Generation	35106	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	Malana Power Company Limited	U40101HP1997PLC019959	Subsidiary Company	51%	2(87)
2.	AD Hydro Power Limited	U40101HP2003PLC026108	Subsidiary of Subsidiary Company	-	2(87)
3.	BG Wind Power Limited	U40300DL2014PLC272660	Subsidiary Company	100%	2(87)
4	NJC Hydro Power Limited	U40101DL2009PLC196998	Subsidiary Company	100%	2(87)
5.	Chango Yangthang Hydro Power Limited	U40101HP2011PLC031772	Subsidiary Company	100%	2(87)
6.	Indo Canadian Consultancy Services Limited	U74899DL1995PLC064168	Subsidiary Company	75.50%	2(87)
7.	Balephi Jalvidhyut Company Limited, Nepal	-	Subsidiary Company	95.86%	2(87)

NOTE

During the year 2017-18, M/s Bhilwara Green Energy, M/s LNJ Power Ventures Limited and M/s Green Ventures Private Limited ceased to be the subsidiaries of M/s Bhilwara Energy Limited. M/s BG Wind Power Limited which was earlier the subsidiary of M/s Bhilwara Green Energy Limited and step down subsidiary of M/s Bhilwara Energy Limited was fully acquired by the Company on 18th October, 2017 and is now the wholly owned subsidiary of M/s Bhilwara Energy Limited.

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

i. CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a. Individual/HUF	9,988,966	3	9,988,969	6.026	9,988,966	3	9,988,969	6.026	0%
b. Central Govt	-	-	-	-	-	-	-	-	-
c. State Govt (s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	131,997,699	-	131,997,699	79.632	131,997,699	-	131,997,699	79.632	0%
e. Banks / FI	-	-	-	-	-	-	-	-	-
f. Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	-	-	-	-	-	-	-	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	141,986,665	3	141,986,668	85.66	141,986,665	3	141,986,668	85.66	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	8,360,238	-	8,360,238	5.04	8,360,238	-	8,360,238	5.04	0
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	3,281,818	-	3,281,818	1.98	3,281,818	-	3,281,818	1.98	0
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	11,642,056	-	11,642,056	7.02	11,642,056	-	11,642,056	7.02	0
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	172,727	-	172,727	0.10	172,727	-	172,727	0.10	0
ii) Overseas	-	11,957,860	11,957,860	7.21	-	11,957,860	11,957,860	7.21	0
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal capital in excess of Rs 1 Lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	172,727	11,957,860	12,130,587	7.32	172,727	11,957,860	12,130,587	7.32	0
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	153,801,448	11,957,863	165,759,311	100	153,801,448	11,957,863	165,759,311	100	0

ii. SHAREHOLDING OF PROMOTERS

S.I. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of 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	% change in share holding during the year
1	Ravi Jhunjhunwala	8,287,966	5.00%	-	8,287,966	5.00%	-	-
2	Lakshmi Niwas Jhunjhunwala	574,875	0.35%	-	574,875	0.35%	-	-
3	Mani Devi Jhunjhunwala	771,750	0.47%	-	771,750	0.47%	-	-
4	Ravi Jhunjhunwala (HUF)	0	0.00%	-	0	0.00%	-	-
5	Shubkaran Lakshmi Niwas (HUF)	354,375	0.21%	-	354,375	0.21%	-	-
6	Riju Jhunjhunwala (in trust for fractional holding)	3	0.00%	-	3	0.00%	-	-
7	HEG Ltd	48,881,556	29.49%	-	48,881,556	29.49%	-	-
8	RSWM Ltd	29,463,559	17.77%	-	29,463,559	17.77%	-	-
9	LNJ Spark Advisory Services Limited	35,469,782	21.40%	-	35,469,782	21.40%	-	-
10	Bharat Investment Growth Ltd.	2,294,523	1.38%	-	2,294,523	1.38%	-	-
11	Purvi Vanijya Niyojan Ltd.	1,123,066	0.68%	-	1,123,066	0.68%	-	-
12	Raghav Commercial Ltd.	2,523,787	1.52%	-	2,523,787	1.52%	-	-
13	India Tex Fab Marketing Ltd.	2,579,700	1.56%	-	2,579,700	1.56%	-	-
14	Kalati Holdings Pvt. Ltd.	1,716,750	1.04%	-	1,716,750	1.04%	-	-
15	LNJ Financial Services Ltd.	6,116,253	3.69%	-	6,116,253	3.69%	-	-
16	Nivedan Vanijya Niyojan Ltd.	1,357,500	0.82%	-	1,357,500	0.82%	-	-
17	Investors India Ltd.	150,000	0.09%	-	150,000	0.09%	-	-
18	Shashi Commercial Co. Ltd.	251,250	0.15%	-	251,250	0.15%	-	-
19	Giltedged Industrial Securities Ltd	69,973	0.04%	-	69,973	0.04%	-	-
Total		141,986,668	85.66%	0.00%	141,986,668	85.66%	0.00%	

iii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	141,986,668	85.66%	141,986,668	85.66%
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	No Change during the year			
	At the End of the year	141,986,668	85.66%	141,986,668	85.66%

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		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	New York Life Investment Management India Fund (FVCI) II LLC				
	At the beginning of the year	3,281,818	1.98%		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc)	No Change			
	At the End of the year (or on the date of separation, if separated during the year)	3,281,818	1.98%		

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	Jacob Ballas Capital India Private Limited				
	At the beginning of the year	172,727	0.10%		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc)	No Change			
	At the End of the year (or on the date of separation, if separated during the year)	172,727	0.10%		
3	India Clean Energy III Limited				
	At the beginning of the year	11,957,860	7.21%		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	No Change			
	At the End of the year (or on the date of separation, if separated during the year)	11,957,860	7.21%		
4	International Finance Corporation				
	At the beginning of the year	8,360,238	5.04%		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g.	No Change			

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	allotment/ transfer/ bonus/sweat equity etc):				
	At the End of the year (or on the date of separation, if separated during the year)	8,360,238	5.04%		

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	Ravi Jhunjunwala				
	At the beginning of the year	8,287,966	5.00%		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	No Change			
	At the End of the year	8,287,966	5.00%		

- Except above, none of the Directors and KMP is holding any share in the company.

V. INDEBTEDNESS

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

(Rs. in Crore)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	208.54	-	-	208.54
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	208.54	-	-	208.54
Change in Indebtedness during the financial year				
* Addition	59.30	-	-	59.30
* Reduction	(208.23)	-	-	(208.23)
Net Change	(148.93)	-	-	(148.93)
Indebtedness at the end of the financial year				
i) Principal Amount	59.61	-	-	59.61
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	59.61	-	-	59.61

Notes

During the year, the company has availed term loan facility of Rs. 55,63,44,000 from Aditya Birla Finance Limited to prepay IREDA Loan.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs. Million)

Sl. No.	Particulars of Remuneration	Name of Managing Director		
		Mr. Riju Jhunjhunwala	Mr. Rishabh Jhunjhunwala	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.495	3.495	6.99
	(b) V alue 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	-	-	-
	LTA	0.105	0.105	0.210
	P.F.	0.417	0.417	0.834
	Total (A)	4.017	4.017	8.034
	Ceiling as per the Act	Rs 120Lakhs for each managerial person (as per Schedule V of the Companies Act, 2013)		

B. Remuneration to other Directors:

1. Independent Directors				
S. No.	Particulars of Remuneration	Name of Directors		Total Amount (In Rs.)
		Dr. Kamal Gupta	Ms. Niharika Bindra	
1	Fee for attending board & committee meetings	Nil	Nil	Nil
2	Commission	Nil	Nil	Nil
3	Others, please specify	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil
2. Other Non-Executive Directors				
Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount (In Rs.)
		Mr. Ravi Jhunhunwala	Mr. Rajeev Kalra	
1	Fee for attending board committee meetings	Nil	Nil	Nil
2	Commission	Nil	Nil	Nil
3	Others, please specify	Nil	Nil	Nil
4	Total (2)	Nil	Nil	Nil
	Total =(1+2)	Nil	Nil	Nil

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel (in Rs. Million)		
		Mr. Krishna Prasad (Chief Financial Officer)	Mr. Ravi Gupta (Company Secretary)	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.079	2.586	4.665
	(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			
	P.F.	0.091	0.124	0.215
	Total (A)	2.17	2.71	4.88

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	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					