

The Members**Bhilwara Energy Limited**

Dear Members,

The Directors of the Company are pleased to present their Twelfth(12th) Annual Report on the business and operations of the Company and Audited Statement of accounts for the year ended 31st March, 2018 together with the Auditors' Report.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE & CONSOLIDATED)

(Amt. in Rs. Millions)

Particulars	Standalone		Consolidated	
	For the financial year ended		For the financial year ended	
	31 st March 2018	31 st March 2017	31 st March 2018	31 st March 2017
Revenue from operations	137.48	162.09	3,177.23	3,834.34
Other Income	810.36	36.42	1,509.04	571.40
Total Revenue	947.84	198.51	4,686.27	4,405.74
Operating and Administrative Expenses	402.30	87.63	1,171.89	1,141.33
Operating Profit before Interest, Depreciation & Tax	545.54	110.88	3,514.38	3,264.41
Depreciation & Amortization Expenses	38.12	38.16	864.09	990.28
Profit/ (Loss) before finance costs and Exceptional Items and Tax	507.42	72.72	2,650.29	2,274.13
Finance Costs	188.96	254.31	1,133.94	1,659.35
Profit/ (Loss) before Exceptional Items and Tax	318.46	(181.59)	1,516.35	614.78
Exceptional Items	333.96	-	605.28	-
Profit/(Loss) before tax	(15.50)	(181.59)	911.07	614.78
Tax Expenses	-	-	(243.13)	141.14
Net Profit/(Loss)	(15.50)	(181.59)	1,154.20	473.64

Directors' Report for the Financial Year 2017-18

Non-Controlling Interest	-	-	597.36	323.96
Profit/Loss for the period	(15.50)	(181.59)	556.84	149.68
Non-Controlling Interest of other Comprehensive Income	-	-	0.24	(0.39)
Other Comprehensive Income	0.14	(0.78)	1.85	(1.55)
Total Comprehensive Income/(Loss) net of tax	(15.36)	(182.37)	558.45	148.52
Total Comprehensive Income/(Loss) for the year	(15.36)	(182.37)	558.45	148.52
Earning Per Share (in Rs.)				
i) Basic	(0.09)	(1.10)	3.36	0.90
ii) Diluted	(0.09)	(1.10)	3.36	0.90

The Standalone and Consolidated Audited Balance Sheet for the FY 2017-18 is attached to this Annual Report, and also available on the website of the Company www.bhilwaraenergy.com.

2. OVERALL PERFORMANCE AND THE STATEMENT OF COMPANY AFFAIRS

Standalone:

During the financial year 2017-18, the Company on standalone basis recorded the Revenue from operations of Rs. 137.48 millions as against Revenue of Rs. 162.09 millions during the previous financial year. The Company suffered the Net Loss of Rs. 15.50 millions as against Net Loss of Rs. 181.59 millions in the previous financial year.

Consolidated:

During the financial year 2017-18, the Company on consolidated basis recorded the Revenue from operation of Rs. 3,177.23 million as against Rs. 3,834.34 million during the previous financial year. The Net Profit (after non-controlling interest) during the financial year is Rs. 556.84 million as against Rs. 149.68 million in the previous financial year.

3. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

As on 31st March, 2018, the Company has seven (7) subsidiaries which are as follows:

- * Malana Power Company Limited

- * AD Hydro Power Limited
- * NJC Hydro Power Limited
- * Chango Yangthang Hydro Power Limited
- * BG Wind Power Limited
- * Indo Canadian Consultancy Services Limited
- * Balephi Jalvidhyut Company Limited, Nepal

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 during the year and is now the wholly owned subsidiary of M/s Bhilwara Energy Limited.

The Audited Financial Statement of each of the Subsidiary Company has been placed on the website of the company i.e. www.bhilwaraenergy.com. The Financial Statements of the Subsidiary Company are kept for inspection by the shareholders at the registered office of the Company. The Company shall provide the copy of the financial Statements of its Subsidiary Companies to the shareholders upon their request.

There has been no material change in the nature of Business of the subsidiaries.

A report on the performance and financial position of the Subsidiary Company as per the Companies Act, 2013 in Form AOC-1 is annexed as **Annexure-I** forming part of this report.

4. CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statements have been prepared by the Company in accordance with the applicable Accounting Standards. The audited consolidated financial statements together with Auditors' Report form part of the Annual Report.

The consolidated financial statements are available on the website of the Company and can be accessed on www.bhilwaraenergy.com.

**5. STATEMENT OF COMPANY AFFAIRS/ PROJECT STATUS & INFORMATION/
SUBSIDIARIES COMPANIES**

PROJECTS DEVELOPED BY THE COMPANY

14 MW Wind Power Project in Distt. Kolhapur, Maharashtra

The generation during the year stood at 22.67 Million kWh in the financial year 2017-18 as compared to 26.71 Million kWh in the previous financial year 2016-17. The Company recorded revenue from operations of Rs. 137.59 million during the financial year 2017-18 as compared to Rs. 161.99 million in the previous financial year. The power generated from this project is being sold to Maharashtra State Distribution Company Limited (MSEDCL) on long term PPA for 13 years. The Project is availing Generation Based Incentives (GBI) provided by MNRE, Government of India.

HYDRO POWER PROJECT UNDER THE SUBSIDIARIES

(i) Malana Power Company Limited-86 MW Malana HEP (Himachal Pradesh)

Malana Power Company Ltd.(MPCL), a subsidiary of your company, is engaged in the generation & transmission of energy from its 86 MW Malana Hydro Electric Project in the state of Himachal Pradesh. The Malana HEP is in operation since 2001.

During the period under review, MPCL recorded revenue from operations of Rs.84.34crore during the financial year 2017-18 as compared to Rs.77.97crore in the previous financial year 2016-17. The other income during the financial year 2017-18 was Rs.54.58crore on vis-a-vis Rs.54.19crore in the financial year 2016-17, out of which Rs. 51 crore other income is attributable to the interest on sub-debt provided on AD Hydro Power Limited. The actual payment of the sub-debt interest from AD Hydro Power Limited to Malana Power Company Limited will be done subject to covenants stipulated in the financing documents of AD Hydro Power Limited.

The Net profit during the financial year 2017-18 was at Rs.119.08crore as compared to Rs. 64.84crore in the previous financial year. The increase in profitability is mainly due to recognition of MAT credit for Rs.41.54crore related to prior years. The interest income of Rs.51.02crore is only charged to AD Hydro Power Ltd. (ADHPL, subsidiary company) and ADHPL can pay the interest income only when it meets with the covenants stipulated in the financing agreements between ADHPL and its lenders.

The generation during the financial year 2017-18 stood at 346.50 Million Kwh as compared to 354.07 Million kWh in the previous year.

(ii) AD Hydro Power Limited- 192 MW Allain Duhangan HEP (Himachal Pradesh)

AD Hydro Power Ltd (ADHPL), a step down subsidiary of your Company, is engaged in the generation & transmission of energy from its 192 MW Allain Duhangan Hydro Electric Project in the state of Himachal Pradesh.

The Company recorded revenue from operations of Rs. 206.98 crore during the financial year 2017-18 as compared to Rs. 203.30crore in the previous financial year. The Net profit during the financial year 2017-18 was at Rs.2.54crore as compared to net profit of Rs. 2.52crore in the previous financial year.

The generation during the year stood at 683.01 Million KWh in the financial year 2017-18 as compared to 679.10 Million kWh in the previous financial year 2016-17.

(iii) NJC Hydro Power Limited-780 MW Nyamjang Chhu HEP (Arunachal Pradesh)

NJC Hydro Power Limited (NHPL), a wholly owned subsidiary of your company, is having license to develop of 780 MW Nyamjang Chhu Hydro Electric Project in the state of Arunachal Pradesh.

The Environmental Clearance of the project and Stage-I Forest Clearance were challenged in National Green Tribunal (NGT) in 2012 by a NGO 'Save Mon Region Federation'. NGT as per their order dated 7th April, 2016, has suspended the Economic Clearance accorded to the project and mandated the Ministry of Environment & Forests (MoEF& CC) to carry out the studies on "E-flow requirement for protection of Habitat of the Black Necked Crane and for the conservation of the Black Necked Crane" from Wildlife Institute of India, Dehradun. Subsequently, after completion of the studies, public hearing will be conducted before the case is considered afresh for reinstating environmental clearance. The study suggested by NGT has been awarded to Wildlife Institute of India, Dehradun by MoEF& CC and they have started the studies on the project. Therefore, no project activities can be taken up till the issues regarding environmental clearance are settled and the environmental clearance is reinstated.

(iv) Chango Yangthang Hydro Power Limited-180 MW Chango Yangthang HEP (Kinnaur District, Himachal Pradesh)

Chango Yangthang Hydro Power Ltd (CYHPL), a wholly owned subsidiary of your company, is having license to develop 180 MW Chango Yangthang Hydro Electric Project in the state of Himachal Pradesh.

Due to various reasons, CYHPL is not able to develop its project and has surrendered the project and filed application with Govt of H.P. for refund of upfront premium and security deposit of Rs. 39.69 crore along with interest @ 10%.

The management of CYHPL is expecting a refund amounting Rs. 3,969.45 Lacs therefore the upfront premium of Rs. 3,789.45 Lacs which was classified in Capital Work In Progress has been transferred to Other Non-current Assets and balance amount of Rs. 2,713.18 Lacs is charged to Profit & Loss Account as an exceptional item.

The members are informed that CYHPL has filed an application with Hon'ble National Company Law Tribunal, Chandigarh Bench for reduction of share capital from Rs. 60 crore to Rs. 30 crore. The NCLT vide its order dated 08th August, 2018 has approved such reduction of capital.

(v) 200 MW Bara Bangahal HEP (Chamba District, Himachal Pradesh)

The Members are aware that the Company was allotted 200 MW Bara Bhangal Hydro-electric Project (HEP) on River Ravi in Indus Basin located in District Chamba of Himachal Pradesh. As apprised to the members in the previous Report, some part of project falls under Dhauladhar Wild Life Sanctuary (DWLS). After approval of the Govt. of Himachal Pradesh (GoHP) to implement Bara Bangahal Hydro-electric Project (200 MW) in two stages, a Supplementary Pre-Implementation Agreement (SPIA) was signed with the State Government on 03.02.2014 to implement Bara Bangahal Stage – I HEP (92 MW). The Company had mentioned the difficulty due to wildlife norms, and had written to the Directorate of Energy, Government of Himachal Pradesh vide letter dated 09.12.2015, and expressed its inability in doing project. In this regard, the Company had also requested for refund of the entire amount of upfront premium of Rs. 612.00 million paid by MPCL for allotment of the project along with interest @ 12%. *The Company has received communication from the Directorate of Energy, vide its letter dated 20th*

March 2018 stating that the request of the Company is under consideration and the decision shall accordingly be conveyed.

(vi) Balephi Jalvidhyut Company Ltd-23.52 MW Balephi HEP (Nepal)

Balephi Jalvidhyut Company Limited (BJCL), Nepal, a subsidiary of your company, got the project capacity revised to 23.52 MW and PPA also got executed with NEA for the revised capacity.

The members are informed that the Share Purchase Agreement was signed on 8th January 2018 with M/s Triveni Hydro Power Limited for sale of company's stake in Balephi Jalbidhyut Company Limited for a total consideration of INR 6.25 crore. The transaction is yet to take place.

WIND POWER PROJECTS UNDER SUBSIDIARIES

(i) BG Wind Power Limited-20 MW Wind Power Project in Distt. Jaisalmer, Rajasthan

BG Wind Power Limited, a wholly owned subsidiary of M/s Bhilwara Energy Limited, (formerly wholly owned subsidiary of M/s Bhilwara Green Energy Limited) is engaged in generation of 20 MW Wind power project in Distt. Jaisalmer, Rajasthan.

The power generated from this project is being sold to Jodhpur Vidyut Vitran Nigam Limited (JdVVNL) at PPA (valid till 31st March'2019) on Average Power Purchase Cost (APPC) mode. The Project is availing Generation Based Incentives (GBI) provided by MNRE, Government of India and also eligible for Renewable Energy Certificate provided by Govt. of India.

Due to post commissioning stabilization period, this project could not able to generate as per expectation.

The generation during the year stood at 15.52 MU in the financial year 2017-18. The total revenue during the current financial year 2017-18 is Rs. 8.21 Croreas against Rs. 0.09 Crore during the previous year.

The Company suffered loss of Rs 19.76 Crore as against loss of Rs.2.77 Crore during the previous year. The reason for the loss is lower generation and impairment of the assets to the tune of Rs 10 Crore during the year.

OTHER SUBSIDIARIES

(i) Indo Canadian Consultancy Services Limited

Indo Canadian Consultancy Services Ltd (ICCS), subsidiary of your company, is engaged in the consultancy of hydro power.

During the current financial year 2017-18, ICCS recorded Revenue from operation of Rs. 5.49 crores against Rs. 6.42 crore in the previous year. During the current financial year 2017-18, ICCS recorded Net Loss of Rs. 0.05 crore as against loss of Rs. 0.28 crore during the previous financial year.

SALE OF ASSETS

As reported in the last Directors' Report, the Company was in the process of selling its 14 MW Wind power project situated at site Bhendewade, District Kolhapur Maharashtra as a going concern on slump sale basis, sale by transfer of 100% equity shares of M/s Bhilwara Green Energy Limited having 49.5 MW Wind power project in Maharashtra and sale by transfer of 100% equity shares held by company (company hold 74% equity shares) in M/s LNJ Power Ventures Limited having 20 MW wind power project in Rajasthan to M/s Hero Wind Energy Private Limited.

The Company has also mentioned in its last Directors' Report about execution of Share Purchase Agreement for sale its entire equity stake in Green Ventures Private Limited, Nepal.

The Company would like to inform the members that it has sold its stake in Bhilwara Green Energy Limited, LNJ Power Ventures Limited and Green Ventures Private Limited, Nepal. However, the sale transaction of 14 MW Wind Power Project could not be materialized.

The proceeds of the sale were utilized to retire the debt of the company; acquisition of 20 MW BG Wind Power Limited pay off the transaction costs and other general corporate purpose.

The members are also informed that the Company has also executed the Share Purchase Agreement for sale of its entire equity stake in Balephi Jalvidhyut Company Limited. However, the transaction is yet to materialize.

6. DIVIDEND

In view of the loss during the current year and other financial commitments of the Company, your Director's do not propose any dividend for the financial year under review.

7. INDUSTRY POTENTIAL & DEVELOPMENT

INDUSTRY POTENTIAL

The Indian power sector became the fifth largest installed capacity in the world. The all India installed power generation capacity stood at 3,44,002 MW as on 31.03.2018 comprising of 2,22,907 MW from Thermal, 45,293 MW from Hydro, 6,780 MW from Nuclear and 69,022 MW from Renewable.

During the fiscal year 2017-18, the energy availability was 1,205 BU as against requirement of 1213 BU kWh with a shortfall of 0.7% and peak load was 161 GW as against peak demand of 164 GW with a shortfall of 2%.

As per the CEA's 19th Electric Power Survey (EPS) report, the electricity consumption on all-India basis during the period 2021-22 and 2026-27 has been assessed as 1300 BU and 1743 BU respectively. The peak electricity demand has been estimated as 226 GW during 2021-22 and 299 GW during 2026-27.

The 2018 Union Budget proposals are also pro-growth with focus on rural development and infrastructure. The government has outlined ~21% Y-o-Y increase in funds for infrastructure in FY19. Lead by this and the various reforms including GST. Indian GDP growth is likely to remain buoyant in the short to medium term.

In terms of on World Bank's Ease of getting Electricity Index, India's rank has also increased to 29 in June' 2017 from 99 in 2015.

The 2018 Global Economics Prospect (GEP) released by the World Bank projects that India's GDP will grow by 7.3% in 2018-19 and by 7.50% for the next two years. Also according to the Central Electricity Authority (CEA), the electricity demand in the country will grow at 6.18% (CAGR) between FY17 and FY22, driven primarily by industrial demand which is expected to pick up owing to the 'Make in India' initiative of the Government.

Over the next 3 to 5 years, we expect power demand to grow steadily considering the expected pick-up in GDP growth and the various macroeconomic reforms and measures taken by the Government – steady operational improvement under UDAY scheme. 'Power for all by 2019' initiate and the 'Saubhagya' scheme to name a few.

HYDRO POWER

As per the Central Electricity Authority Assessment (CEA), the economically exploitable hydro power potential in terms of installed capacity as 148,701 MW, out of which 145,320 MW is from schemes having capacity above 25 MW. However as of 31st March 2018 the hydro-electric schemes in operation account for only 31% and thus, the bulk of the potential remains to be developed.

Despite huge potential, the growth of hydro power segment has been rather sluggish due to inherent risks associated with the sector, such as geological surprises, natural calamities, environmental & forest issues, and rehabilitation and resettlement issues apart from commercial risks. The major commercial deterrents for the private developers are high capital cost and long payback period due to high gestation period. Financing such capital-intensive projects for long period such as 20 years is really a challenge. Through the private route, only about 3400 MW has been commissioned contributing only 7 percent of the total installed hydropower capacity signifying that there is minimal participation of the private sector.

Private developers, today seek returns commensurate with respect to risks involved in the sector. The industry seeks relentless support from the government in resolution of issues like various clearance processes, R&R, land acquisition, evacuation, law & order problems, and other issues. A definite hydro power policy in place addressing the above issues will probably restore the confidence of private sector to engage themselves in the implementation of hydro power plants in India.

The state of Himachal Pradesh constitutes close to one-fourth of India's total hydel power capacity. Its harnessable power potential lies second to the state of Arunachal Pradesh in the country, at approximately 19 GW of which 62% or 11.6 GW is operational/under construction. The state in the month of May 2018 amended its Hydro Power policy to boost execution of stalled projects. However it is yet to be seen that how far such positive changes in the state policy is able to restore the confidence & interest of private players in development of hydro power projects in the state.

RENEWABLE POWER

The energy mix has undergone changes over the years owing to the enhanced policy focus on climate change, energy security concerns and desire to rebalance energy sources.

Renewable Energy's share in the country's overall energy mix has seen a consistent and significant addition over the years. From a meager 3.3% share in 2002, Renewable Energy currently constitutes 20% of the overall installed capacity. The steady pace of addition has seen India emerge as the sixth largest Renewable Energy player in terms of Installed capacity in the world in 2018. As of March 2018, India's Renewable Energy installed capacity stood at 69 GW. Further, India has set an ambitious target of establishing 175 GW of new RE installed capacity target by 2022, which will result in India emerging as the world's largest RE market.

Wind constitutes the largest share of the country's overall RE pie with a share of 49%. The overall wind industry installations plummeted from 5,400 MW in FY17 to 1,766 MW in FY18 (32% of FY17 installations) due to transition from FiT (Feed in Tariff) regime to auction-based price discovery. The Government also has set a target to scale up the wind capacities to 60GW by 2022.

The Wind Industry is in consolidation phase where player with smaller portfolios are looking at exiting the market and correspondingly the large players are looking for acquisition to achieve economies of scale. The sector has seen a wave of M&A deals by various companies in last year and will continue on coming year also.

INDIAN MERCHANT MARKET

After three consecutive years of sub-Rs 3.00 / kWh, spot prices on the power exchange firmed up during year 2017-18, particularly in the second half. The monthly market clearing price at the Indian Energy Exchange (IEX) has spiked to Rs 4.02/kWh in March 18, taking the average cost to Rs 3.26/kWh. Recently the spot market witnessed the price going as high as Rs 11.78 / kWh on 24th May 2018

While such sudden surge in the spot market could be due to temporary factors like reduction in hydro and nuclear generation, outage of transmission line, shortage of domestic coal etc leading to short supply of power resulting into demand supply mismatch, however at the same time the underlying trend is quite encouraging.

The average Market Clearing Price (MCP) at Indian Energy Exchange (IEX) on all India basis rose 35% Y-o-Y to Rs.3.26/kWh in FY 2017-18.

Based on the facts provided above, the company feels that surging spot prices of electricity will continue to rise in the near-term, driven by both structural and seasonal reasons. Barring the short term reasons like imbalance in demand-supply, the underlying real demand is improving, which is far more important.

Going forward, it is expected that the demand will grow to cater to the continued economic growth of the country, creating more volume in the power market with strengthening of financials of Discoms.

8. CORPORATE GOVERNANCE

The Company is committed to achieving the higher standard of Corporate Governance by application of the best management practices, compliance with law, adherence to ethical standards and discharge of social responsibilities. Your Company has in all spheres of its activities adequate checks and balances to ensure protection of interest of all stakeholders. Your Company also endeavors to share, with its stakeholders' openly and transparently, information on matters which have a bearing on their economic and reputational interest.

The majority of the Board comprises of Non-Executive Directors' including Independent Directors appointed under the Companies Act, 2013, who play a critical role in imparting balance to the Board processes, by bringing an independent judgment to decide on issues of strategy, performance, resources, standards of Company's conduct, etc. The Audit Committee of the Board provides assurance to the Board on the adequacy of Internal Control Systems and Financial Systems.

9. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments, affecting the financial position of the Company have occurred during the end of the financial year of the Company to which the Financial Statements relate and the date of the report.

10. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has adequate internal financial controls in place with reference to the Financial Statements commensurate with the size and nature of its business. An internal audit program covers various activities and periodical reports are submitted to the management. The Audit Committee reviews financial statements, internal audit reports along with internal control systems. During the year under review, these controls were evaluated and no significant weakness was identified in the operations of control. The Company has a well-defined organizational structure, internal rules and guidelines for conducting business transactions.

11. PERSONNEL**(i) INDUSTRIAL RELATION**

The Industrial Relations during the period under review generally remained cordial at the plants and corporate office of the Company without any untoward incidents.

(ii) PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **Annexure –II**.

Further, on 21st December, 2010, the company has granted stock options as per Bhilwara Energy ESOP 2010 to its employees including those of subsidiary companies.

The Disclosures as required by Rule 12 of Companies (Share Capital and Debentures) Rules 2014 is as under:-

Parameters/terms of grant	Explanation
Total number of options granted	A total of 10,68,820 options are being awarded in the current grant amounting to 0.70% of the total paid up capital as on the grant date.
Total number of options accepted	1,068,820
Total number of Valid options	5,65,055
Total number of options lapsed	5,03,765

Option exercised	NIL
The total number of shares arising as a result of exercise of option	NIL
Exercise price per option	Rs 82/-
Variation of terms of options	N.A.
Money realized by exercise of options	NIL
Total number of option in force	5,65,055
Employee wise details of options granted to:	
(1) Key managerial personnel	Mr. O P Ajmera-1,28,027 Mr. Ravi Gupta-6,353
(2) Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year.	Mr. O P Ajmera-1,28,027 Mr. Rakesh Mahajan-1,03,807
(3) Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	NIL

12. PUBLICDEPOSITS

The details in regard to deposits, covered under Chapter V of the Companies Act, 2013 are mentioned hereunder;

- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| a) Amount accepted during the year | Nil |
| b) Amount remained unpaid or unclaimed as at the end of the year | Nil |
| c) Default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved | |
| i) at the beginning of the year | -N/A- |
| ii) maximum during the year | -N/A- |
| iii) at the end of the year | -N/A- |

The company does not have deposits which are in contradiction of Chapter V of the Act.

Your Company has not invited any deposits from public/shareholders in accordance with Chapter V of the Companies Act, 2013.

13. RESERVES

No amount was required to be transferred to Reserve.

14. SHARE CAPITAL

a) Issue of equity shares with differential rights

During the financial year 2017-18, no equity shares have been issued with differential rights.

b) Issue of sweat equity shares

During the financial year 2017-18, no sweat equity shares which have been issued.

c) Issue of employee stock options

During the financial year 2017-18, no equity shares have been issued under employee stock option scheme/ employee stock purchase scheme.

d) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

During the Financial Year 2017-18 no provision of money was made by the company for purchase of its own shares by employees or by trustees for the benefit of employees. So the provisions as provided in rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 are not applicable.

15. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year 2017-18, the wholly owned subsidiary of your company M/s Chango Yangthang Hydro Power Limited has filed an application with Hon'ble National Company Law Tribunal, Chandigarh Bench for reduction of share capital from Rs. 60 crore to Rs. 30 crore. The NCLT vide its order dated 08th August, 2018 has approved such reduction of capital.

However, during the year under review, there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

16. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information with regard to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given as **Annexure III** forming part of this Report.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, there has been no change in the Board of Directors and Key Managerial Personnel of the Company.

Directors Retire By Rotation

Pursuant to the provisions of Companies Act, 2013 Mr. Ravi Jhunjhunwala(DIN: 00060972) retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment. The Board recommends his re-appointment.

Declaration from Independent Directors

Your Directors further inform the members that declarations under section 149(7) of the Companies Act, 2013 have been taken from the Independent Director/s at the beginning of the financial year confirming that they meet the criteria of Independence as specified under sub-section (6) of Section 149 of Companies Act, 2013 and there has been no change in the circumstances which may affect their status as independent Director during the year.

Key Managerial Personnel (KMPs)

During the year, Sh. Riju Jhunjhunwala, Managing Director, Sh. Ravi Gupta, Company Secretary and Sh. Krishna Prasad, Chief Financial Officer (CFO) acted as the Key Managerial Personnel of the Company in terms of Section 2(51) of the Companies Act, 2013.

18. MEETINGS**(i) MEETINGS OF THE BOARD**

The Board of Directors had met four times during the financial year 2017-18. The Meeting of the Board were held on 16th May, 2017, 28th August, 2017, 11th December, 2017 and 15th March, 2018.

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

The Attendance of the Board meetings held in the financial year 2017-18 is as below:

S. No.	Name of the Director	Category	No. of Meetings entitled to Attend	No. of Meetings Attended
1	Mr. Ravi Jhunjunwala	Chairman & Non-Executive Director	4	4
2	Mr. Riju Jhunjunwala	Managing Director	4	4
3	Mr. Rishabh Jhunjunwala	Managing Director	4	1
4	Dr. Kamal Gupta	Non-Executive Director (Independent Director)	4	4
5	Ms. Niharika Bindra	Non-Executive Director (Independent Director)	4	1
6	Mr. Rajeev Kalra	Non-Executive Director (Nominee Director)	4	4

(ii) AUDIT COMMITTEE

During the financial year 2017-18, the Audit Committee reviewed the Company's financial results, Internal Control Systems, Risk and Internal Audit Reports. The proceedings of the Committee have been in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder. All the recommendations of the Audit Committee were accepted by the Board during the financial year 2017-18.

All the Members of the Committee possess knowledge of corporate finance, accounts and corporate laws. The Statutory Auditors, Internal Auditors and Senior Executives of the Company were invited to attend the respective meetings of the Committee.

Directors' Report for the Financial Year 2017-18

During the financial year 2017-18 four Audit Committee Meetings were held. The meetings were held on 16th May, 2017, 28th August, 2017, 11th December, 2017 and 15th March, 2018.

The Composition & Attendance of the Audit Committee meetings held in the financial year 2017-18 is as below:

S. No.	Name of Director	Designation	No. of Meetings entitled to Attend	No. of Meetings Attended
1	Mr. Rajeev Kalra	Chairman & Member	4	4
2	Dr. Kamal Gupta	Member	4	4
3	Ms. Niharika Bindra	Member	4	1

The Company Secretary acts as the Secretary to the Committee.

(iii) NOMINATION AND REMUNERATION COMMITTEE MEETING

During the financial year 2017-18, no Nomination and Remuneration Committee Meetings were held.

The Composition of the Nomination & Remuneration Committee is as below:

S. No.	Name of Director	Designation
1	Dr. Kamal Gupta	Chairman & Member
2	Mr. Ravi Jhunjhunwala	Member
3	Ms. Niharika Bindra	Member
4	Mr. Rajeev Kalra	Member

The Company Secretary acts as the Secretary to the Committee.

(iv) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETING

During the financial year 2017-18, One Corporate Social Responsibility Committee Meeting was held on 28th August, 2017.

The Composition & attendance of the Corporate Social Responsibility Committee meeting held in the financial year 2017-18 is as below:

Directors' Report for the Financial Year 2017-18

S. No.	Name of Director	Designation	No. of Meetings entitled to Attend	No. of Meetings Attended
1	Dr. Kamal Gupta	Chairman & Member	1	1
2	Mr. Riju Jhunjhunwala	Member	1	1
3	Mr. Rajeev Kalra	Member	1	1

The Company Secretary acts as the Secretary to the Committee.

(v) INDEPENDENT DIRECTORS' MEETING

The Independent Directors met on 16th May, 2017 and 03rd May, 2018 without the attendance of Non Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

19. GENERAL MEETINGS

The Annual General meeting of the members for the Financial Year 2016-17 was held on 29th September, 2017.

During the year, two (2) Extra Ordinary General Meetings were held during the year on 08th June, 2017 and 28th February, 2018.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Your Company has not entered into any transaction with related parties which could be considered material in terms of section 188 of the Companies Act, 2013. 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.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Provision of section 186 of the Companies Act, 2013 with respect to loans, guarantees and security is not applicable since the Company is engaged in providing Infrastructural Facilities and is exempt under section 186 of the Companies Act, 2013. The details of the investment made during the year under review are disclosed in the notes to the financial statement of the Company.

22. BOARD EVALUATION

The Board is responsible for undertaking a formal annual evaluation of committees and individual Directors with a view to review their functioning and effectiveness. The manner of evaluation is mentioned in the Nomination & Remuneration Policy which forms part of the Board Report. The evaluation of performance of Independent Director is based on the criteria laid down in the Nomination and Remuneration policy which includes knowledge and experience in the field of power sector, legal, finance and CSR activities.

Your Directors express their satisfaction with the evaluation process and inform that the performance of the Board as a whole, its Committees and its member individually was adjudged satisfactory

23. BUSINESS RISK MANAGEMENT

The objective of risk management at the Company is to protect shareholder value by minimizing threats or losses and identifying and maximizing opportunities. An enterprise wide risk management framework is applied so that effective management of risk is an integral part of every employee's job.

The Audit Committee of the Company oversees the Risk functions. The Company's risk management strategy is integrated with the overall business strategies of the organization and is communicated throughout the organization. Risk management capabilities aide in establishing competitive advantage and allow management to develop reasonable assurance regarding the achievement of the Company's objectives.

The effectiveness of risk management strategies is monitored both formally and informally by Management. There is no major risk which may threaten the existence of the Company.

24. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted a Corporate Social Responsibility Committee (CSR Committee) and on the recommendation of the CSR committee framed a CSR Policy and the same may be accessed on the website www.bhilwaraenergy.com.

During the last three financial years, the company had suffered losses and hence was not required to make any expenditure towards Corporate Social Responsibility activity. The statement is annexed as **Annexure IV** hereto with this report.

25. NOMINATION & REMUNERATION POLICY

Pursuant to the provisions of section 178 of the Companies Act, 2013 the Board of Directors on the recommendation of the Nomination and Remuneration Committee has framed a policy for the appointment of Directors and Senior Management and KMP's of the Company and their remuneration. The Policy forms part of the Board Report as **Annexure V** and has also been available on the website of the Company www.bhilwaraenergy.com.

26. STATUTORY AUDITORS

At the Annual General Meeting held on 29th September, 2017, M/s Doogar & Associates, Chartered Accountants, (ICAI Firm Registration No. 000561N), were appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 16th Annual General Meeting to be held in the Calendar Year, 2022, subject to ratification at every Annual General Meeting.

Your Directors inform the members that in accordance with the amendment notified by MCA on 7th May, 2018, the requirement of ratification of the appointment of Statutory Auditors at every Annual General Meeting has been omitted and is no longer required. Accordingly, the notice convening the ensuing Annual General Meeting does not carry resolutions with regard to ratification of appointment of Statutory Auditors.

The observations of the Auditors, if any, are explained wherever necessary, in the appropriate notes to the accounts. The Auditors' Report does not contain qualification, reservation or adverse remark.

27. REPORTING OF FRAUD BY AUDITORS'

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor and the Internal Auditor had reported any matter under Section 143 (12) of the Companies Act, 2013, therefore, no detail is required to be disclosed under 134(3) (ca) of the Companies Act, 2013.

28. AUDITORS' REMARKS

The Auditors' Report read along with notes to accounts is self-explanatory and therefore does not call for any further comments.

The Auditors Report does not contain any qualification, reservation adverse remarks or disclaimer.

29. SECRETARIAL AUDITOR

The Company had appointed M/s. P. Kathuria & Associates, Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2017-18, pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report is annexed herewith as **Annexure VI** for kind attention of the Members. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

30. INTERNAL AUDITOR

Based on the Audit Committee recommendations, the Board had appointed of M/s BGJC & Associates, Chartered Accountants (ICAI Firm Registration No.003304N) as its Internal Auditor for the financial year 2018-19. During the year under review, the Company continued to implement the suggestions and recommendations made by the previous Internal Auditors M/s KRA & Associates, Chartered Accountants, to improve the control environment.

31. VIGIL MECHANISM/WHISTLE BLOWER POLICY

Your Board Reports to the members that with the objective of pursuing the business in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity, and ethical behavior and to encourage and protect the employees who wish to raise and report their genuine concerns about any unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct, the Company on the recommendation of the Audit Committee has adopted a Whistle Blower Policy. The policy adopted by the Company contains a framework whereby the identity of complainant is not disclosed. The Policy has been disclosed on the website of the Company www.bhilwaraenergy.com.

32. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in form MGT 9 as Annexure V is annexed hereto. The Annual Return and extract of Annual Return in form MGT-9 is also placed on the website of the Company www.bhilwaraenergylimited.com.

33. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge state the following:

- (a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) that such accounting policies had been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent to give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit and loss of the company that period;
- (c) that the proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) that the annual financial statement has been prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (f) that the Company had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

34. GENERAL DISCLOSURE

- The Company has a group policy in place against Sexual Harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

The Company has complied with the provisions relating to constitution of Internal Complaints Committee under sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

No complaints were received during the financial year 2017-18.

- There was no change in the name of the Company and its nature of business.
- The financial year of the Company was same as of previous year.

Directors' Report for the Financial Year 2017-18

- To the best of our knowledge and belief there has been no instance of fraud that has occurred or reported in the Company, during the financial year 2017-18.
- During the year, there was no change in the issued share capital of the company.
- The Company is in compliance of all applicable secretarial standards issued by The Institute of Company Secretaries of India from time to time.
- The Company is not required to maintain the cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013, and accordingly such Accounts and records are not made and maintained by the Company.
- The Company has made the necessary disclosure as per rule 8(5) of Companies Accounts Rules 2014.

35. ACKNOWLEDGEMENTS

Your directors acknowledge the assistance and continued support provided by the Ministry of Power and Ministry of Environment and Forests (Government of India), Government of Arunachal Pradesh, Government of Maharashtra, Government of Rajasthan, Government of Himachal Pradesh, Government of Federal Democratic Republic of Nepal, other Government Agencies, Lenders, Commercial Banks, Financial Institutions, PTC India Limited and our valued customers & look forward to their continued support and cooperation in the coming years as well. Your Directors also like to express great appreciation for the commitment and contribution of its employees at all levels.

Your Directors also place on record the appreciation for investors for their support and confidence reposed by them in the Company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
BHILWARA ENERGY LIMITED**

**PLACE: NOIDA (U.P.)
DATE: 17th August, 2018**

**RAVI JHUNJHUNWALA
CHAIRMAN
(DIN 00060972)**

ANNEXURE – I TO THE DIRECTORS' REPORT**FORM AOC-1**

Statement containing salient features of the financial statements of Subsidiaries (pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014 (Form AOC-1)

Part "A": Subsidiaries

(Amount in lakhs)

Particulars/ subsidiaries	Malana Power Company Limited	AD Hydro Power Limited	Indo Canadian Consultancy Services Limited	Balephi Jalvidhyut Company Limited, Nepal	BG Wind Power Limited	NJC Hydro Power Limited	Chango Yangthang Hydro Power Limited
The date when subsidiary was acquired	10.08.2007	10.08.2007 ..	31.03.2008	12.03.200 9***	18.10.201 7	16.12.200 9	30.03.201 1
Reporting Period	2017-18	2017-18	2017-18	2017-18	2017-18	2017-18	2017-18
Reporting Currency	INR	INR	INR	INR	INR	INR	INR
Issued, subscribed & paid up capital	14,752.57	56,015.28	70.66	1,669.17	2,205.00	10,000.00	6,000.00
Reserves	1,04,434.42	-16,920.62	-10.35	106.53	-1,657.33	-80.47	-2,787.27
Total assets	1,39,253.47	1,72,108.41	964.46	1,978.25	10,119.31	16,172.76	3,971.80
Total liabilities	20,066.48	1,33,013.75	904.15	202.56	9,571.65	6,253.23	759.07
Investment (except in subsidiary)	-	-	-	-	-	-	-
Turnover	8,433.93	20,697.63	549.16	-	721.86	-	-
Profit before tax	9,120.59	609.87	-4.79	-	-1,975.99	-1.8	-2,749.88
Provision for tax	-2,787.25	355.98	-	-	-	-	-
Profit after taxation	11,907.84	253.89	-4.79	-	-1,975.99	-1.8	-2,749.88
Proposed Dividend	-	-	-	-	-	-	-
% of Shareholding	51.00%	44.88%	75.50%	95.86%	100%	100%	100%

Name of Subsidiaries which is yet to commence to operations:

1. NJC Hydro Power Limited
2. Chango Yangthang Hydro Power Limited
3. Balephi Jalvidhyut Company Limited, Nepal

Ø Name of Subsidiaries which have been liquidated or sold during the year

1. Bhilwara Green Energy Limited
2. LNJ Power Ventures Limited
3. Green Ventures Private Limited, Nepal

Part-B: Associate and Joint Ventures

The Company does not have any Associate/Joint Venture Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
BHILWARA ENERGY LIMITED

Ravi Jhunjunwala
Chairman
DIN: 00060972
PLACE: NOIDA (U.P.)
DATE: 17th August, 2018

Riju Jhunjunwala
Managing Director
DIN:00061060

Krishna Prasad
CFO

Ravi Gupta
Company Secretary
M.No. F5731

ANNEXURE – II TO THE DIRECTORS' REPORT

The information of employees receiving salary in excess of the limits as prescribed under the provisions of Section 197 read with Rule 5, sub rule 2 & 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 under the Companies Act, 2013, who were employed throughout or for a part of the financial year under review is given as under:

BHILWARA ENERGY LIMITED											
(A) Names of the top ten employees in terms of remuneration drawn											
S. No.	Name of Employee	Designation	Remuneration	Qualification	Experience	Age (in years)	Date of Commencement of Employment	Last Employment held at	Shareholding in the Company	Nature of employment	Whether employee is relative of Director
1	Mr. Riju Jhunjhunwala	Managing Director	4.017 Millions	MBA	14.5 years	39	30-Apr-09	N.A. as Promoter Director	NIL	Contractual	Mr. Riju Jhunjhunwala is the Brother of Mr. Rishabh Jhunjhunwala
2	Mr. Rishabh Jhunjhunwala	Managing Director	4.017 Millions	i) Bachelor of Computer Science in Engineering and Bachelor of Science in Philosophy from University of Michigan. ii) Master of Science in Mathematics and Foundations of Computer Science from University of Oxford, Merton College.	8 Years	35	3-Jun-10	N.A. as Promoter Director	NIL	Contractual	Mr. Rishabh Jhunjhunwala is the Brother of Mr. Riju Jhunjhunwala
3	Mr. Ravi Gupta	AGM & Company Secretary	2.71 Millions	B.Com, FCS, LLB	18 Years	40	15-Jul-2009	Sara Textiles Ltd.	NIL	Permanent	N.A.
4	Mr. Krishna Prasad	CFO(Assistant General Manager Finance)	2.17 Millions	B.Com, FCA	17 Years	45	19-Mar-2016	Lanco Mandakini Hydro Energy Pvt. Ltd.	NIL	Permanent	N.A.
5	*Ms. Kakoli Sengupta	Assistant (EHS) Officer	0.28 Millions	M.Sc, LLb	24 Years	47	1-Oct-2017	LNJ Power Ventures Limited	NIL	Permanent	N.A.
6	**Mr. Nitin Salunke	Assistant Manager Wind Projects	0.45 Millions	Diploma Mechanical Engineering	13 Years	39	1-Oct-2017	Bhilwara Green Energy Limited	NIL	Permanent	N.A.
7	***Mr. Raghvendra Shrivastav	Sr. Principal Engineer	0.13 Lac	M.Tech	20 Years	42	01.03.2018	Indo Canadian Consultancy Services Limited	NIL	Permanent	NO
(B) Names of every employee whose remuneration falls under limit prescribed in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014											
S. No.	Name of Employee	Designation	Remuneration (in Rs. millions)	Qualification	Experience	Age	Date of Commencement of Employment	Last Employment held at	Shareholding in the Company	Nature of employment	Whether employee is relative of Director
1	-	-	-	-	-	-	-	-	-	-	-
2	-	-	-	-	-	-	-	-	-	-	-

Note:

*During the year 2017-18, Ms. Kakoli Sengupta, Assistant (EHS) Officer was transferred from M/s LNJ Power Ventures Limited to Bhilwara Energy Limited w.e.f. 01st October, 2018.

**During the year 2017-18, Mr. Nitin Rajaram Salunke, Assistant Manager, Wind Projects was transferred from M/s Bhilwara Green Energy Limited to Bhilwara Energy Limited w.e.f. 01st October, 2018.

*** During the year 2017-18, Mr. Raghavendra Shrivastav, Sr. Principal Engineer, was transferred from M/s Indo Canadian Consultancy Services Limited to M/s Bhilwara Energy Limited w.e.f. 01st March, 2018. He further resigned from the company w.e.f. 01st April, 2018.

ANNEXURE III TO DIRECTOR'S REPORT

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(a) Conservation of Energy NIL

(b) Technology Absorption

The Technology for Wind Power Project has been provided by AMSC Austria- subsidiary of USA based American Superconductors Corporation (AMSC) a well known Company in field of Wind Energy, through their business partners in India, who are acting as the EPC cum Project Developer. The operations and maintenance of the Wind Farm is also with the Project Developer. Our team has been extensively involved during all the phases of manufacturing, quality control, micro-siting, erection and commissioning. The operations of the commissioned WTGs is also being monitored on a daily basis. The maintenance of the WTGs is also being monitored on an ongoing basis.

The operations of Wind Power plant is monitored through SCADA, for which suitable training has been provided to our staff through site visits and live generation system.

(c) Foreign Exchange Earnings and Outgo

(in Rs. Millions)

S.No.	Particulars	2017-18	2016-17
I	Foreign Exchange Outgo		
	Traveling	NIL	0.0116
	Professional charges	NIL	NIL
	Consultancy Charges	NIL	NIL
	Total	NIL	0.0116
II	Foreign Exchange Earnings		
	Foreign Exchange Earnings	NIL	NIL
	Total	NIL	NIL

ANNEXURE IV TO THE DIRECTORS REPORT**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES
FOR THE FINANCIAL YEAR 2017-18.**

S. No.	Particulars	Remarks
	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs and the Composition of the CSR Committee.	Refer to Point No. 17 (iv)& 23 on Corporate Social Responsibility in Director's Report.
1	Average Net Profit of the Company for last three financial years:	NIL
2	Prescribed CSR Expenditure (two percent of the amount as in item 1 above):	NIL
3	Details of CSR spent during the financial year 2017-18:	
	a. Total amount to be spent for the financial year 2017-18:	NIL
	b. Total amount spent during the financial year 2017-18:	NIL
	c. Amount unspent, if any:	NIL
	d. Manner in which the amount spent during the financial year:	NIL

Manner in which the amount spent during the financial year 2017-18:

S. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or Programs (State and district where projects or programs were undertaken)	Amount outlay (budget) project or programs wise	Amount spent on the Project or Programs	Cumulative expenditure upto the reporting period.	Amount spent: Direct or through implementing agency
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
			TOTAL	NIL	NIL	NIL	NIL

4. In case the Company has failed to spend the two percent of the average net profits of the last three financial years or part thereof, the reason for not spending the amount in the Board Report.

During the last three financial years, the Company had suffered losses. Hence, the Company was not required to spend any amount on the CSR activities.

5. A Responsibility Statement of the CSR Committee that the implementation and monitoring of the CSR Policy, is in compliance with the CSR objectives.

The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.

Riju Jhunhunwala
Managing Director
DIN: 00061060

Dr. Kamal Gupta
Chairman, CSR Committee
DIN: 00038490

ANNEXURE V TO THE DIRECTORS REPORT
NOMINATION & REMUNERATION POLICY

Pursuant to Section 178 of the Companies Act, 2013, the Company is required to constitute a Nomination and Remuneration Committee with at least three or more non-executive Directors, out of which not less than one half shall be independent directors. The Company has already a Remuneration Committee with three Non-Executive Independent Directors. In order to align the same with the provisions of the Companies Act, 2013, the Board of Directors in their meeting held on 30th June, 2015, renamed the “Remuneration Committee” as “Nomination and Remuneration Committee”.

The Nomination and Remuneration Committee and its Policy being in compliance with the provisions of Section 178 of the Companies Act, 2013, read with the applicable Rules applies to the Board of Directors, Key Managerial Personnel and the Senior management Personnel of the Company.

“Key Managerial personnel (KMP) means and comprise-

- Managing Director & Chief Executive officer;
- Whole-time Director;
- Company Secretary;
- Chief Financial Officer;
- Such other Officer as may be prescribed.

Senior Management comprise the personnel of the Company who are members of its core management team, excluding the Board of Directors, so also, that would also include all members of management one level below the Executive Directors, including Functional Heads.

Role and Objective of Committee:

1. To Formulate the criteria for determining qualifications, positive attributes and independence of a Director.

2. Identify persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down in the policy.
3. Recommend to the Board the appointment and removal of Directors and Senior Management.
4. Carry out evaluation of every Director's performance.
5. Formulate criteria for evaluation of Independent Directors and the Board.
6. Recommend to the Board a Policy, relating to the remuneration for the directors, key managerial personnel and Senior management.
7. To devise a policy on Board diversity
8. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run Company successfully.
9. To ensure the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
10. To develop a Succession Plan for the Board and to review it regularly.
11. To perform such other functions as may be referred by the Board or be necessary in view of the provisions of the Companies Act, 2013 and Rules made thereunder.

Membership :

1. The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half of them shall be independent.
2. Minimum two (2) members shall constitute a Quorum for a Committee meeting.
3. Term of the Committee shall be continued unless terminated by the Board of Directors.

Chairman:

1. Chairman of the Committee shall be an Independent Director.
2. Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.
3. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
4. Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

Frequency of Meetings:

The meeting of the Committee shall be held at such regular intervals as may be required.

Committee Member's Interests:

1. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
2. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

Voting :

1. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall, for all purposes, be deemed to be a decision of the Committee.
2. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

Appointment of Directors/KMP/Senior Officials:

While recommending a candidate for appointment, the Committee shall have regard to:

- Assessing the appointee against a range of criteria which includes but not limited to qualifications, skills, experience, background and other qualities required to operate successfully;
- The experience and knowledge that the appointee brings to the role of KMP/Senior Officials, which, in turn, will enhance the skill sets and experience of the Board as a whole;
- The nature of existing positions held by the appointee including directorship and such other relationship and the impact of the same on the Company's welfare.

Letter of Appointment:

The letter of appointment issued by the Company, should contains the terms and conditions of his/her appointment.

Policy on Board Diversity:

The Nomination and Remuneration Committee shall ensure that the Board of Directors have the combination of Directors from different areas/fields or as may be considered appropriate in the best interests of the Company.

Remuneration of Directors, Key Managerial Personnel and Senior Management:

The salaries of Directors, Key Management Personnel and other senior officials shall be based and determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any. The level and composition of remuneration/fee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management to run the company successfully. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

1. Fixed Pay :

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The salary paid need to be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities to be usually reviewed on an annual basis;

2. Minimum Remuneration :

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. Provision for excess remuneration :

If any Managerial Person 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. The Company shall not waive recovery of such sum refundable to it, unless permitted by the Central Government.

4. Increment :

Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board, which should be within the slabs approved by the Shareholders in the case of Managerial Person.

Remuneration to Non-Executive/Independent Director:

1. Remuneration/Commission:

The remuneration/commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the Rules made there under for the time being in force.

2. Sitting Fees:

The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee(s) 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.

Directors' and Officers' Insurance

- Where any insurance is taken by the Company on behalf of its Directors, Key Managerial Personnel, Senior Management Personnel etc for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to such personnel.

Other Provisions:

- The Independent Directors shall not be entitled to any Stock Option.

Evaluation/ Assessment of Directors of the Company

The evaluation/assessment of the Directors of the Company is to be conducted on an annual basis.

The following criteria may assist in determining how effective the performance of the Directors have been:

- Contributing to clearly define corporate objectives & plans
- Obtain adequate, relevant & timely information.
- Assess policies, structures & procedures
- Regular monitoring of corporate results against projections
- Review achievement of strategic and operational plans, objectives, budgets
- Identify, monitor & mitigate significant corporate risks
- Review management's Succession Plan
- Effective meetings
- Clearly defining role & monitoring activities of Committees
- Review of ethical conduct

Additionally, for evaluation/assessment of the Performances of Managing Director(s) / Whole Time Directors (s) of the Company, following criteria may also be considered.

- Leadership & stewardship abilities
- Communication of expectations & concerns clearly with subordinates
- Direct, monitor & evaluate KMPs, senior officials.

Evaluation following the aforesaid parameters, will be conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Executive Director/Non-Independent Directors along with the Independent Directors will evaluate/assess each of the Independent Directors relative to the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

DEVIATIONS FROM THIS POLICY:

Deviations on elements of this policy, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

ANNEXURE VI TO THE DIRECTORS REPORT

**FORM No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018**

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

To
The Members,
Bhilwara Energy Limited (CIN: U31101DL2006PLC148862)
New Delhi

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bhilwara Energy Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, 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, I hereby report that in my opinion, the company has, during the audit period, covering the financial year ended on March 31, 2018 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on March 31, 2018 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; **(Not applicable to the Company during the Audit period)**
- (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 and Overseas Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): **(All the following Regulations including amendments, if any, from time to time are not applicable to the Company during the Audit period)**
 - (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;

(Bhilwara Energy Limited 2017-2018)

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other law applicable specifically to the Company, as identified and on the basis of representation given by the management:
- The Electricity Act, 2003.
 - The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Notified and effective from 1st July, 2015).
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (**Not Applicable to the Company during the Audit period**).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance 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.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be. There was no dissenting vote for any matter.

(Bhilwara Energy Limited 2017-2018)
(Bhilwara Energy Limited 2017-2018)

I further report that I have relied on the representation made by the Company and its officers for system and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. Therefore, I am of the opinion that the management has 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.

I further report that during the audit period, the company has undertaken events/actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.,

1. The Company held 5,69,60,070 equity shares of Rs. 10/- each in its subsidiary Company Bhilwara Green Energy Limited (BGEL). The Company sold the said equity investment to Hero Wind Energy Private Limited for a consideration of Rs.129.25 crore, wherein the Board has given its approval in its Board Meeting held on 16.05.2017. Subsequently, a resolution was passed by the members of the Company in the Extra-Ordinary General Meeting held on 08.06.2017 and afterwards, the Board took note of the same in its Board Meeting held on 11.12.2017.

Therefore, the Company Bhilwara Green Energy Limited ceased to be the subsidiary of the Company Bhilwara Energy Limited w.e.f. 25.10.2017.

2. The Company held 7,40,000 equity shares of Rs. 10/- each in its subsidiary Company LNJ Power Ventures Limited. The Company sold the said equity investment to Hero Wind Energy Private Limited for a consideration of Rs.8.52 crore, wherein the Board has given its approval in its Board Meeting held on 16.05.2017. Subsequently, a resolution was passed by the members of the Company in the Extra-Ordinary General Meeting held on 08.06.2017 and afterwards, the Board took note of the same in its Board Meeting held on 11.12.2017.

Therefore, the Company LNJ Power Ventures Limited ceased to be the subsidiary of the Company Bhilwara Energy Limited w.e.f. 26.10.2017.

3. The Company held 89,32,000 equity shares of Rs. 10/- each constituting to 84.67% shareholding in its subsidiary Company Green Ventures Pvt. Ltd., Nepal (Likhu HEP). The Company sold the said equity investment to Triveni Energy Pvt. Ltd. for a consideration of Rs 21.807 crore, wherein the Board has given its approval in its Board Meeting held on 13.01.2017.

Therefore, the Company Green Ventures Pvt. Ltd., Nepal (Likhu HEP) ceased to be the subsidiary of the Company Bhilwara Energy Limited w.e.f. 14.12.2017.

4. The Company purchased 100% stake constituting 2,20,50,000 equity shares of BG Wind Power Limited from Bhilwara Green Energy Limited (BGEL) at a fair market valuation for which Valuation Report has been provided by independent Chartered Accountants M/s NSBP & Co. dated 30.09.2017, wherein the Board has given its approval in its Board Meeting held on 16.05.2017.

Therefore, the Company BG Wind Power Limited becomes the direct subsidiary of the Company Bhilwara Energy Limited w.e.f. 18.10.2017.

This report is to be read with my letter of even date which is annexed as **Annexure-I** and forms an integral part of this report.

**FOR P. KATHURIA & ASSOCIATES
COMPANY SECRETARIES**

**PLACE: NEW DELHI
DATE:09.07.2018**

**(PRADEEP KATHURIA)
FCS 4655
CP 3086**

Annexure-I

To
The Members
Bhilwara Energy Limited (CIN: U31101DL2006PLC148862)
New Delhi

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial record and Books of Accounts of the company since the same have been subject to review by Statutory Auditor.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report 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 P. KATHURIA & ASSOCIATES
COMPANY SECRETARIES**

**PLACE: NEW DELHI
DATE:09.07.2018**

**(PRADEEP KATHURIA)
FCS 4655
CP 3086**

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, 1st 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	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
	for increase/decrease (e.g. 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) 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	-	-	-
	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 Jhunjhunwala	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					