

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

U40103MH2009PLC197021

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACW9092M

(ii) (a) Name of the company

WALWHAN RENEWABLE ENERGY

(b) Registered office address

C/o The Tata Power Company Limited, Cor Center B, 34 Sant
Tukaram Road, Carnac B under NA
Mumbai
Maharashtra
400009

(c) *e-mail ID of the company

walwhan_secretarial@tatapow

(d) *Telephone number with STD code

02267171000

(e) Website

(iii) Date of Incorporation

11/11/2009

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

(v) Whether company is having share capital

Yes No

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

Yes No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	100

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TATA POWER RENEWABLE ENE +	U40108MH2007PLC168314	Holding	100
2	NORTHWEST ENERGY PRIVATE +	U40108MH2008PTC182762	Subsidiary	100
3	WALWHAN SOLAR BH LIMITED +	U40106MH2010PLC209615	Subsidiary	100
4	WALWHAN SOLAR MH LIMITEI +	U40108MH2006PLC165673	Subsidiary	100
5	WALWHAN SOLAR AP LIMITED +	U40109MH2008PLC178769	Subsidiary	100
6	WALWHAN SOLAR RAJ LIMITEI +	U40105MH2010PLC202097	Subsidiary	100
7	WALWHAN SOLAR MP LIMITEI +	U40106MH2010PLC206275	Subsidiary	100

8	SOLARSYS RENEWABLE ENERGY PRIVATE LIMITED	U74999MH2004PTC325049	Subsidiary	100
9	WALWHAN ENERGY RJ LIMITED	U40105MH2010PLC206475	Subsidiary	100
10	WALWHAN SOLAR RJ LIMITED	U40300MH2011PLC213470	Subsidiary	100
11	WALWHAN URJA INDIA LIMITED	U40109MH2006PLC165964	Subsidiary	100
12	WALWHAN SOLAR PB LIMITED	U40300MH2010PLC326052	Subsidiary	100
13	WALWHAN SOLAR TN LIMITED	U40106MH2010PLC326794	Subsidiary	100
14	WALWHAN WIND RJ LIMITED	U40108MH2006PLC325050	Subsidiary	100
15	WALWHAN URJA ANJAR LIMITED	U40300MH2010PLC326888	Subsidiary	100
16	CLEAN SUSTAINABLE SOLAR ENERGY PRIVATE LIMITED	U40300MH2014PTC254371	Subsidiary	100
17	MI MYSOLAR24 PRIVATE LIMITED	U40106MH2009PTC326791	Subsidiary	100
18	WALWHAN SOLAR ENERGY GJ PRIVATE LIMITED	U40104MH2008PLC184134	Subsidiary	100
19	DREISATZ MYSOLAR24 PRIVATE LIMITED	U40102MH2009PTC326890	Subsidiary	100
20	WALWHAN SOLAR KA LIMITED	U40300MH2012PLC233418	Subsidiary	100

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

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	881,530,800	611,355,942	611,355,942	611,355,942
Total amount of equity shares (in Rupees)	8,815,308,000	6,113,559,420	6,113,559,420	6,113,559,420

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares				
Number of equity shares	881,530,800	611,355,942	611,355,942	611,355,942
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	8,815,308,000	6,113,559,420	6,113,559,420	6,113,559,420

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	570,000,000	0	0	0
Total amount of preference shares (in rupees)	8,184,692,000	0	0	0

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Compulsory Convertible Preference Shares of Rs. 4				
Number of preference shares	70,000,000	0	0	0
Nominal value per share (in rupees)	45.4956	45.4956	45.4956	45.4956
Total amount of preference shares (in rupees)	3,184,692,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Compulsory Convertible Preference Shares of Rs. 1				
Number of preference shares	500,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	5,000,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	6	611,355,936	611355942	6,113,559,460	6,113,559,460	
Increase during the year	0	6	6	60	60	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	6	6	60	60	
Dematerialisation of shares						
Decrease during the year	6	0	6	60	60	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	6	0	6	60	60	
Dematerialisation of shares						
At the end of the year	0	611,355,942	611355942	6,113,559,4	6,113,559,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE296N01019

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

0

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

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

Date of the previous annual general meeting		19/07/2022	
Date of registration of transfer (Date Month Year)		22/04/2022	
Type of transfer	Equity Shares	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	26		
Transferor's Name	Tata Power Renewable Energy	jointly with	Mr. Prasad Bagade
	Surname	middle name	first name
Ledger Folio of Transferee	29		

Transferee's Name	Tata Power Renewable Energy	jointly with	Mr. Jitendra Prasad
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	14/07/2022
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	27
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Transferor's Name	Tata Power Renewable Energy	jointly with	Mr. Anand Agarwal
	Surname	middle name	first name

Ledger Folio of Transferee	30
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Transferee's Name	Tata Power Renewable Energy	jointly with	Ms. Mona Purandare
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	22/04/2022
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	25
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Transferor's Name	Tata Power Renewable Energy	jointly with	Mr. Pradip Roy
	Surname	middle name	first name

Ledger Folio of Transferee	28
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Transferee's Name	Tata Power Renewable Energy	jointly with	Mr. Kailash Mali
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

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

Details of debentures

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

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

4,079,153,927

(ii) Net worth of the Company

24,036,249,482

VI. (a) *SHARE HOLDING PATTERN - Promoters

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

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	611,355,942	100	0	
10.	Others	0	0	0	
	Total	611,355,942	100	0	0

Total number of shareholders (promoters)

7

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

0

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

7

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

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	4	0	6	0	0
(i) Non-Independent	0	2	0	5	0	0
(ii) Independent	0	2	0	1	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	4	0	6	0	0

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

9

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANJAY BHANDARKAI	01260274	Additional director	0	
SEETHAPATHY CHAN	02336635	Director	0	
KASTURI SOUNDARAF	03481637	Director	0	
ASHISH KHANNA	06699527	Director	0	
ANJALI JAYANT KULK	06993867	Director	0	
EDUARD RUIJS	09721381	Additional director	0	18/04/2023
BEHRAM PHIROZE ME	AAIPM2542B	CFO	0	
ASHWINIKUMAR GANF	ADDPP6454F	CEO	0	
ABHEEK MAZUMDAR	BEWPM2611C	Company Secretar	0	

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

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
KASTURI SOUNDARAF	03481637	Additional director	15/06/2022	APPOINTMENT
KASTURI SOUNDARAF	03481637	Director	19/07/2022	CHANGE IN DESIGNATION
EDUARD RUIJS	09721381	Additional director	14/10/2022	APPOINTMENT
SANTOSH C.R.	AGEPR2983F	Company Secretar	31/10/2022	CESSATION
ABHEEK MAZUMDAR	BEWPM2611C	Company Secretar	17/01/2023	APPOINTMENT
SANJAY BHANDARKAI	01260274	Additional director	03/02/2023	APPOINTMENT
SANJAY BHANDARKAI	01260274	Director	02/02/2023	CESSATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	19/07/2022	7	5	100
EXTRA ORDINARY GENERAL MEETING	30/08/2022	7	6	100

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/04/2022	4	4	100
2	19/07/2022	5	5	100
3	30/08/2022	5	5	100
4	17/10/2022	6	5	83.33
5	17/01/2023	6	6	100
6	27/01/2023	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

6

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	22/04/2022	3	3	100
2	AUDIT COMMITTEE	19/07/2022	3	3	100
3	AUDIT COMMITTEE	17/10/2022	3	3	100
4	AUDIT COMMITTEE	17/01/2023	4	4	100
5	AUDIT COMMITTEE	27/01/2023	4	3	75
6	NOMINATION COMMITTEE	22/04/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SANJAY BHA	6	6	100	6	6	100	
2	SEETHAPATH	6	6	100	5	5	100	
3	KASTURI SOU	5	5	100	0	0	0	
4	ASHISH KHAI	6	6	100	1	1	100	
5	ANJALI JAYA	6	6	100	5	5	100	
6	EDUARD RUI	3	1	33.33	3	1	33.33	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Behram Mehta	Chief Financial Officer	16,216,642	0	0	1,108,041	17,324,683
2	Santosh Chandrash	Company Secretary	3,156,210	0	0	99,927	3,256,137
3	Abheek Mazumdar	Company Secretary	215,838	0	0	12,369	228,207
	Total		19,588,690	0	0	1,220,337	20,809,027

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJAY BHANDAR	DIRECTOR	0	0	0	330,000	330,000
2	SEETHAPATHY CH	DIRECTOR	0	0	0	330,000	330,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	ANJALI KULKARNI	DIRECTOR	0	0	0	280,000	280,000
	Total		0	0	0	940,000	940,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

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

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

Yes No

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

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

Name

ROHIT BATHAM

Whether associate or fellow

Associate Fellow

Certificate of practice number

19095

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

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

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

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

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

List of attachments

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

