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

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 ENER(

(b) Registered office address

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

(c) *e-mail ID of the company: santoshc@tatapower.com

(d) *Telephone number with STD code: 0226717100

(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 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/08/2018

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

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 20 Pre-fill All

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 LIMITEC	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 LIMITEC	U40106MH2010PLC206275	Subsidiary	100

8	WALWHAN SOLAR KA LIMITED	U40300MH2012PLC233418	Subsidiary	100
9	WALWHAN ENERGY RJ LIMITEI	U40105MH2010PLC206475	Subsidiary	100
10	WALWHAN SOLAR RJ LIMITED	U40300MH2011PLC213470	Subsidiary	100
11	WALWHAN URJA INDIA LIMITE	U40109MH2006PLC165964	Subsidiary	100
12	WALWHAN SOLAR PB LIMITED	U40300DL2010PLC274220	Subsidiary	100
13	WALWHAN SOLAR TN LIMITED	U40106DL2010PLC277364	Subsidiary	100
14	WALWHAN WIND RJ LIMITED	U40108DL2006PLC274219	Subsidiary	100
15	WALWHAN URJA ANJAR LIMIT	U40300DL2010PLC282627	Subsidiary	100
16	CLEAN SUSTAINABLE SOLAR EI	U40300MH2014PTC254371	Subsidiary	99.99
17	MI MYSOLAR24 PRIVATE LIMIT	U40106DL2009PTC195090	Subsidiary	100
18	WALWHAN SOLAR ENERGY GJ	U40104MH2008PLC184134	Subsidiary	100
19	DREISATZ MYSOLAR24 PRIVAT	U40102DL2009PTC195082	Subsidiary	100
20	SOLARSYS RENEWABLE ENERG	U74999DL2004PTC131074	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 Equity Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
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 Compulsory Convertible Preference Shares of Rs. 4	Authorised capital	Issued capital	Subscribed capital	Paid up capital
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 **Compulsory Convertible Preference Shares of Rs. 1**	**Authorised capital**	**Issued capital**	**Subscribed capital**	**Paid up capital**
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
Equity shares				
At the beginning of the year	611,355,942	6,113,559,420	6,113,559,420	
Increase during the year	0	0	0	0
i. Pubic Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0

vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	611,355,942	6,113,559,420	6,113,559,420	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(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			

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

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

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	12,000	1000000	12,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			16,033,522,805
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			9,235,999,992
Deposit			0
Total			37,269,522,797

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	12,000,000,000	0	0	12,000,000,000
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 4,045,388,355

(ii) Net worth of the Company 18,048,054,085

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

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	7	10

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	1	8	1	5	0	0
(i) Non-Independent	1	5	1	3	0	0
(ii) Independent	0	3	0	2	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	1	8	1	5	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)
Ashok Sethi	01741911	Director	0	
Anjali Kulkarni	06993867	Director	0	
Ramesh Subramanyam	02421481	Director	1	30/06/2018
Mahesh Paranjape	03530639	Director	0	
Nawashir Mirza	00044816	Director	0	30/04/2018
Sanjay Bhandarkar	01260274	Director	0	
Lalita Pershad Aggarwa	AAEPA7972M	CFO	0	
Santosh C.R.	AGEPR2983F	Company Secretar	0	
Mahesh Paranjape	ABWPP5752F	CEO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 11

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)
Anil Sardana	00006867	Director	22/04/2017	Cessation
Rahul Shah	03392443	Director	21/04/2017	Cessation
Homiar Vachha	00016610	Director	22/04/2017	Cessation
Chetan Tolia	ABRPT2842D	CEO	30/06/2017	Cessation
Chetan Tolia	00457784	Director	30/06/2017	Cessation
Ashok Sethi	01741911	Additional director	31/07/2017	Appointment
Ashok Sethi	01741911	Director	29/09/2017	Change in Designation as Director
Mahesh Paranjape	03530639	Director	31/07/2017	Change in Designation as Executive
Mahesh Paranjape	ABWPP5752F	CEO	31/07/2017	Change in Designation
Deepak Modi	AQQPM2564B	Company Secretar	18/01/2018	Cessation
SANTOSH CHANDRAS	AGEPR2983F	Company Secretar	29/01/2018	Appointment

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: 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	29/09/2017	7	7	100

B. BOARD MEETINGS

*Number of meetings held: 10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/05/2017	6	6	100
2	12/05/2017	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	31/07/2017	6	6	100
4	11/09/2017	6	4	66.67
5	26/09/2017	6	4	66.67
6	20/10/2017	6	6	100
7	25/01/2018	6	6	100
8	29/01/2018	6	4	66.67
9	01/03/2018	6	6	100
10	26/03/2018	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held 13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committ	08/05/2017	3	3	100
2	Audit Committ	12/05/2017	3	3	100
3	Audit Committ	31/07/2017	3	3	100
4	Audit Committ	26/09/2017	3	2	66.67
5	Audit Committ	20/10/2017	3	3	100
6	Audit Committ	25/01/2018	3	3	100
7	Audit Committ	01/03/2018	3	2	66.67
8	Nomination an	31/07/2017	3	3	100
9	Nomination an	29/01/2018	3	2	66.67
10	Nomination an	01/03/2018	3	2	66.67

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	30/08/2018 (Y/N/NA)
1	Ashok Sethi	8	6	75	0	0	0	Yes
2	Anjali Kulkarni	10	8	80	2	2	100	Yes
3	Ramesh Subr	10	8	80	11	7	63.64	Not Applicable
4	Mahesh Parar	10	10	100	2	2	100	Yes
5	Nawashir Mirz	10	10	100	11	11	100	Not Applicable
6	Sanjay Bhand	10	10	100	13	13	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 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: 5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Chetan Tolia	CEO	18,951,000	0	0	0	18,951,000
2	Mahesh Paranjape	CEO	4,631,000	0	0	0	4,631,000
3	Deepak Modi	Company Secre	795,000	0	0	0	795,000
4	Lalita Pershad Agg	CFO	16,778,000	0	0	0	16,778,000
5	SANTOSH CHAND	Company Secre	0	0	0	0	0
	Total		41,155,000	0	0	0	41,155,000

Number of other directors whose remuneration details to be entered: 4

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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Homiar Vachha	Independent Dir	0	0	0	0	0
2	Nawshir Mirza	Independent Dir	495,000	0	0	0	495,000
3	Sanjay Bhandarkar	Independent Dir	621,000	0	0	0	621,000
4	Anjali Kulkarni	Director	225,000	0	0	0	225,000
	Total		1,341,000	0	0	0	1,341,000

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: KUMUDINI BHALERAO

Whether associate or fellow ○ Associate ◉ Fellow

Certificate of practice number | 6690

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. .. 10 dated 14/09/2016 (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 compiled 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: MAHESH DINKAR PARANJPE

DIN of the director: 03530639

To be digitally signed by: SANTOSH CHANDRASEKHAR RAMANATHAN

◉ Company Secretary

○ Company secretary in practice

Membership number: 20179

Certificate of practice number:

Attachments

List of attachments

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

Attach

Attach

Attach

Attach

MGT-8_WREL.pdf
Signed list of Directors_WREL_2017-18.pc
Annexure_MGT-7_WREL_Details of comm
Registrar and Transfer Agent details.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

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

MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : H23747512 **Service Request Date :** 25/10/2018

Payment made into : Union Bank Of India

Received From :

Name : PRATIKSHA PANCHAL

Address : The Tata Power Company Limited
Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder
Mumbai, Maharashtra
IN - 400009

Entity on whose behalf money is paid

CIN: U40103MH2009PLC197021

Name : WALWHAN RENEWABLE ENERGY LIMITED

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

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2018	Normal	600.00
	Total	600.00

Mode of Payment: Credit Card- Union Bank Of India

Received Payment Rupees: Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)