

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on March 31, 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:   | U40102DL2008PTC177307   |
| ii) Registration Date:  | 28-04-2008  |
| iii) Name of the Company:   | NTPC BHEL Power Projects Private Limited  |
| iv) Category / Sub-Category of the Company:                                     | Company Limited by Shares   |
| v) Address of the Registered office and contact details:                        | NTPC Bhawan, Core-7, Scope Complex,<br>7, Institutional Area, Lodi Road, New Delhi-110003 |
| vi) Whether listed company:   | No  |
| vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: | Not Applicable  |

**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:-

| S. No | Name and Description of main products / services | NIC Code of the Product / service | % to total turnover of the company |
|-------|--|-----------------------------------|------------------------------------|
| 1     | Construction of Utility Projects N.E.C.          | 42209                             | 92.85                              |

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

| S. No. | Name and Address of the Company | CIN/GIN | Holding/ Subsidiary/ Associate | %of shares held | Applicable Section |
|--------|---------------------------------|---------|--------------------------------|-----------------|--------------------|
| NIL    |                                 |         |                                |                 |                    |

**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 |                          |
| <b>A. Promoters</b>  |   |           |           |                  |   |           |           |                  |                          |
| <b>1) Indian</b>   |   |           |           |                  |   |           |           |                  |                          |
| a) Individual/HUF  | NIL   |           |           |                  | NIL                                       |           |           |                  | NIL                      |
| b) Central Govt  |   |           |           |                  |   |           |           |                  |                          |
| c) State Govt  |   |           |           |                  |   |           |           |                  |                          |
| d) Bodies Corp.  | NIL   | 100000000 | 100000000 | 100              | NIL                                       | 100000000 | 100000000 | 100              | NIL                      |
| e) Banks/FI  |   |           |           |                  |   |           |           |                  |                          |
| f) Any Other   | NIL   |           |           |                  | NIL                                       |           |           |                  | NIL                      |
| <b>Sub-total (A)-1</b>                                     | NIL   | 100000000 | 100000000 | 100              | NIL                                       | 100000000 | 100000000 | 100              | NIL                      |
| <b>2) Foreign</b>  |   |           |           |                  |   |           |           |                  |                          |
| a) Individual/HUF  |   |           |           |                  |   |           |           |                  |                          |
| b) Central Govt  |   |           |           |                  |   |           |           |                  |                          |
| c) State Govt  | NIL   |           |           |                  | NIL                                       |           |           |                  | NIL                      |
| d) Bodies Corp.  |   |           |           |                  |   |           |           |                  |                          |
| e) Banks/FI  |   |           |           |                  |   |           |           |                  |                          |
| f) Any Other   |   |           |           |                  |   |           |           |                  |                          |
| <b>Sub-total (A)-2</b>                                     | NIL   |           |           |                  | NIL                                       |           |           |                  | NIL                      |
| <b>Total share-holding of Promoter (A) = (A)(1)+(A)(2)</b> | NIL   | 100000000 | 100000000 | 100              | NIL                                       | 100000000 | 100000000 | 100              | NIL                      |

| 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 |                          |
| <b>B. Public Shareholding</b>   |   |           |           |                  |   |           |           |                  |                          |
| <b>(1) Institutions</b>   |   |           |           |                  |   |           |           |                  | NIL                      |
| a) Mutual Funds   |   |           |           |                  |   |           |           |                  |                          |
| b) Banks / FI   |   |           |           |                  |   |           |           |                  |                          |
| c) Central Govt   |   |           |           |                  |   |           |           |                  |                          |
| d) State Govt(s)  |   |           |           |                  |   |           |           |                  |                          |
| e) Venture Capital Funds  | NIL   |           |           |                  | NIL                                       |           |           |                  |                          |
| f) Insurance Companies  |   |           |           |                  |   |           |           |                  |                          |
| g) FIs  |   |           |           |                  |   |           |           |                  |                          |
| h) Foreign Venture Capital Funds  |   |           |           |                  |   |           |           |                  |                          |
| i) Others (specify)   |   |           |           |                  |   |           |           |                  |                          |
| <b>Sub-total (B)(1)-</b>  | NIL   |           |           |                  | NIL                                       |           |           |                  |                          |
| <b>(2) Non-Institutions</b>   |   |           |           |                  |   |           |           |                  |                          |
| (a) Bodies Corp.<br>(i) Indian<br>(ii) Overseas   |   |           |           |                  |   |           |           |                  |                          |
| (b) Individuals<br>(i) Individual shareholders holding nominal share capital upto Rs.1 Lakh<br>(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh | NIL   |           |           |                  | NIL                                       |           |           |                  |                          |
| (c) Others specify  |   |           |           |                  |   |           |           |                  |                          |
| <b>Sub-total (B)(2)-</b>  | NIL   |           |           |                  | NIL                                       |           |           |                  |                          |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>  | NIL   |           |           |                  | NIL                                       |           |           |                  | NIL                      |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>  | NIL   |           |           |                  | NIL                                       |           |           |                  | NIL                      |
| <b>Grand Total (A+B+C)</b>  | NIL   | 100000000 | 100000000 | 100              | NIL                                       | 100000000 | 100000000 | 100              | NIL                      |

(ii) Shareholding of Promoters

| S. No | Share holder's Name | Shareholding at the beginning of the year |                                  |   | Shareholding 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.    | NTPC                | 50000000                                  | 50                               | 0   | 50000000                            | 50                               | 0   | 0   |
| 2.    | BHEL                | 50000000                                  | 50                               | 0   | 50000000                            | 50                               | 0   | 0   |
|       | <b>Total</b>        | <b>100000000</b>                          | <b>100</b>                       | <b>0</b>  | <b>100000000</b>                    | <b>100</b>                       | <b>0</b>  | <b>0</b>                                  |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

| S. No | Particulars  | Shareholding at the beginning of the year |                                  | Shareholding at the end of the year |                                  |
|-------|--|---|----------------------------------|-------------------------------------|----------------------------------|
|       |  | No. of shares                             | % of total shares of the company | No. of shares                       | % of total shares of the company |
| 1.    | At the beginning of the year   | 100000000                                 | 100                              | 100000000                           | 100                              |
| 2.    | Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.) | NIL                                       |                                  |                                     |                                  |
| 3.    | At the end of the year   | 100000000                                 | 100                              | 100000000                           | 100                              |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| S. No. | Particulars   | 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.     | For each of the Top 10 Shareholders   |   |                                  |   |                                  |
| 2.     | At the beginning of the year  | NIL                                       |                                  | NIL                                     |                                  |
| 3.     | Date wise Increase/ decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.): |   |                                  |   |                                  |
| 4.     | At the End of the year (or on the date of separation, if separated during the year)   |   |                                  |   |                                  |

(v) Shareholding of Directors and Key Managerial Personnel:

| S. No. | Particulars   | 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.     | For Each of the Directors and KMP   |   |                                  |   |                                  |
| 2.     | At the beginning of the year  | NIL                                       |                                  | NIL                                     |                                  |
| 3.     | Date wise Increase/ decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.): |   |                                  |   |                                  |
| 4.     | At the End of the year (or on the date of separation, if separated during the year)   |   |                                  |   |                                  |

## V. INDEBTEDNESS

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

| S. no | Particulars   | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|-------|---|----------------------------------|-----------------|----------|--------------------|
| 1.    | Indebtedness at the beginning of the financial year |                                  |                 |          |                    |
|       | i) Principal Amount                                 | NIL                              |                 |          |                    |
|       | ii) Interest due but not paid                       |                                  |                 |          |                    |
|       | iii) Interest accrued but not due                   |                                  |                 |          |                    |
|       | Total (i+ii+iii)                                    |                                  |                 |          |                    |
| 2.    | Change in Indebtedness during the financial year    |                                  |                 |          |                    |
|       | Addition  | NIL                              |                 |          |                    |
|       | Reduction (including interest paid)                 |                                  |                 |          |                    |
|       | Net Change  |                                  |                 |          |                    |
| 3.    | Indebtedness at the end of the financial year       |                                  |                 |          |                    |
|       | i) Principal Amount                                 | NIL                              |                 |          |                    |
|       | ii) Interest due but not paid                       |                                  |                 |          |                    |
|       | iii) Interest accrued but not due                   |                                  |                 |          |                    |
|       | <b>Total (i+ii+iii)</b>                             |                                  |                 |          |                    |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| S. No. | Particulars of Remuneration   | Name of MD/WTD/ Manager (Shri)       |   |                               | Total Amount (in Rs.) |
|--------|---|--------------------------------------|---|-------------------------------|-----------------------|
|        |   | Atul Saraya MD/CEO (Till 27.04.2017) | A.B. Ravichandran Director (Operations) | A.N. Goyal Director (Project) |                       |
| 1      | Gross salary (in Rs.)   | 21,43,764                            | 30,92,538                               | 42,98,603                     | 95,34,905             |
|        | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 |                                      |   |                               |                       |
|        | 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             | NIL                                  |   |                               |                       |
| 2      | Stock Option  | Not Applicable                       |   |                               |                       |
| 3      | Sweat Equity  | Not Applicable                       |   |                               |                       |
| 4      | Commission as % of profit   | Not Applicable                       |   |                               |                       |
| 5      | Others, please specify  | NIL                                  |   |                               |                       |
| 6      | <b>Total (A) (in Rs.)</b>   | <b>21,43,764</b>                     | <b>30,92,538</b>                        | <b>42,98,603</b>              | <b>95,34,905</b>      |
| 7      | Ceiling as per the Act  | Not Applicable                       |   |                               |                       |

### B. Remuneration to other Directors:

| S. No. | Particulars of Remuneration                          | Name of Directors (Smt. / Shri)          |                          |                   |                    |                         |                |                   | Total Amount (in Rs.) |
|--------|--|--|--------------------------|-------------------|--------------------|-------------------------|----------------|-------------------|-----------------------|
| 1.     | Independent Directors                                | <b>P.K. Grover<br/>(Till 18.03.2018)</b> |                          |                   |                    |                         |                |                   | 2,35,000              |
|        | Fee for attending board /committee meetings (in Rs.) | 2,35,000                                 |                          |                   |                    |                         |                |                   |                       |
|        | Commission   | Not Applicable                           |                          |                   |                    |                         |                |                   |                       |
|        | Others, please specify                               | NIL                                      |                          |                   |                    |                         |                |                   |                       |
|        | Total (1)  |  |                          |                   |                    |                         |                |                   |                       |
| 2.     | Other Non- Executive Directors                       | <b>Gurdeep Singh</b>                     | <b>Sanyukta Samaddar</b> | <b>S.K. Kassi</b> | <b>S.C. Pandey</b> | <b>D. Bandyopadhyay</b> | <b>S.K.Roy</b> | <b>V.P. Singh</b> | -                     |
|        | Fee for attending board /committee meetings          | NIL                                      |                          |                   |                    |                         |                |                   | NIL                   |
|        | Commission   | NIL                                      |                          |                   |                    |                         |                |                   | NIL                   |
|        | Others, please specify                               | NIL                                      |                          |                   |                    |                         |                |                   | NIL                   |
|        | Total (2)  | NIL                                      |                          |                   |                    |                         |                |                   | NIL                   |
|        | 3.   | Total (B)=(1+2)                          |                          |                   |                    |                         |                |                   |                       |
| 4.     | <b>Total Managerial Remuneration (in Rs.)</b>        | <b>2,35,000</b>                          |                          |                   |                    |                         |                |                   | <b>2,35,000</b>       |
| 5.     | Overall Ceiling as per the Act                       | Not Applicable                           |                          |                   |                    |                         |                |                   |                       |

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

| S. No. | Particulars of Remuneration   | Key Managerial Personnel (Ms./ Shri)                  |   |                                  |                  | Total (in Rs.) |
|--------|---|---|---|----------------------------------|------------------|----------------|
|        |   | S. Kannan (Chief Financial Officer) (Till 18.08.2017) | SS.Krishnan (Chief Financial Officer) (From 08.09.2017) | Surbhi Gupta (Company Secretary) |                  |                |
| 1.     | Gross salary (in Rs.)   | 9,37,061  | 18,35,707   | 5,12,910                         | 32,85,678        |                |
|        | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 |   |   |                                  |                  |                |
|        | 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             | NIL   |   |                                  |                  |                |
| 2.     | Stock Option  | Not Applicable  |   |                                  |                  |                |
| 3.     | Sweat Equity  | Not Applicable  |   |                                  |                  |                |
| 4.     | Commission -as % of profit  | Not Applicable  |   |                                  |                  |                |
| 5.     | Others, please specify  | NIL   |   |                                  |                  |                |
| 6.     | <b>Total (A) (in Rs.)</b>   | <b>9,37,061</b>                                       | <b>18,35,707</b>  | <b>5,12,910</b>                  | <b>32,85,678</b> |                |
| 7.     | Ceiling as per the Act  | Not Applicable  |   |                                  |                  |                |

**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) |
|---|------------------------------|-------------------|--|------------------------------|------------------------------------|
| There were no penalties / punishment / compounding of offences for breach of any section of Companies Act, 2013 against the Company or its Directors or other officers in default, if any, during the year. |                              |                   |  |                              |                                    |

Place: New Delhi  
Date : December 31, 2018

Sd/-  
(S.K. Roy)  
Chairman  
DIN: 07940997