

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]



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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- SHAKTI KIRAN BUILDING
KARKARDOOMA
DELHI
Delhi
110092
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (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

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(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

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

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	RELIANCE INFRASTRUCTURE LI	L75100MH1929PLC001530	Holding	51

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	650,000,000	556,000,000	556,000,000	556,000,000
Total amount of equity shares (in Rupees)	6,500,000,000	5,560,000,000	5,560,000,000	5,560,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	650,000,000	556,000,000	556,000,000	556,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	6,500,000,000	5,560,000,000	5,560,000,000	5,560,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(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	4	555,999,996	556000000	5,560,000,000	5,560,000,000	

Increase during the year	0	0	0	0	0	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	0	
<input type="text" value="0"/>						
Decrease during the year	0	0	0	0	0	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				0	0	
<input type="text" value="0"/>						
At the end of the year	4	555,999,996	556000000	5,560,000,0	5,560,000,0	
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				0	0	
<input type="text" value="0"/>						
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				0	0	
	0					
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

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

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

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

Particulars	Number of units	Nominal value per unit	Total value
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

55,671,170,443.93

(ii) Net worth of the Company

30,945,506,064.47

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	5	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	4	0	0	
	(iii) Government companies	272,439,996	49	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)	283,559,995	51	0	
10.	Others	0	0	0	
	Total	556,000,000	100	0	0

Total number of shareholders (promoters)

11

(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)**

11

**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	11	11
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	11	0	11	0	0
(i) Non-Independent	0	7	0	7	0	0
(ii) Independent	0	4	0	4	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	11	0	11	0	0

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

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(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)
Shri Surinder Singh Koh	00169907	Director	0	
Dr. Vijayalakshmy Gupta	08636754	Director	0	
Dr. Ajit Keshav Ranade	00918651	Director	0	
Shri Anjani Kumar Shan	01180722	Director	0	
Shri Virendra Singh Ver	07843461	Director	0	
Shri Jasmine Shah	08621290	Director	0	
Shri Naveen ND Gupta	00271748	Director	0	
Shri Jagjeet Singh Des	07386612	Director	0	
Shri Sateesh Seth	00004631	Director	0	
Shri Amal Sinha	07407776	Director	0	
Shri Punit Narendra Gar	00004407	Director	0	
Shri Suresh Kumar Aga	AFKPA8906J	Company Secretar	0	
Shri Amarjeet Singh	AARPS6727M	CEO	0	
Shri Mitesh Kumar Sha	AKPPS2589H	CFO	0	

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

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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)
Ms. Ryna Jaiwalla Karal	00116930	Director	08/10/2021	Cessation
Dr. Vijayalakshmy Gupta	08636754	Additional director	25/10/2021	Appointment as ID
Shri Anthony Jesudasar	00325390	Additional director	01/07/2021	Cessation
Shri Partha Pratim Sarm	08245533	Director	01/07/2021	Cessation
Shri Angarai Natarajan S	01098398	Director	01/07/2021	Cessation
Shri Sateesh Seth	00004631	Additional director	01/07/2021	Appointment
Shri Amal Sinha	07407776	Additional director	01/07/2021	Appointment
Shri Punit Narendra Gar	00004407	Additional director	01/07/2021	Appointment
Shri Sateesh Seth	00004631	Director	24/09/2021	Change in designation to Director
Shri Amal Sinha	07407776	Director	24/09/2021	Change in designation to Director
Shri Punit Narendra Gar	00004407	Director	24/09/2021	Change in designation to Director
Shri Prem Ranjan Kuma	AAHPR1558F	CEO	30/06/2021	Cessation
Shri Surya Shankar Bar	AFQPB3216C	CFO	01/07/2021	Cessation
Shri Amarjeet Singh	AARPS6727M	CEO	01/07/2021	Appointment designated as Manager
Shri Mitesh Kumar Sha	AKPPS2589H	CFO	01/07/2021	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
ANNUAL GENERAL MEETI	24/09/2021	11	6	63.64

B. BOARD MEETINGS

*Number of meetings held

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S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2021	11	9	81.82
2	29/06/2021	11	10	90.91
3	02/08/2021	11	11	100
4	25/10/2021	11	10	90.91
5	10/02/2022	11	11	100

C. COMMITTEE MEETINGS

Number of meetings held

9

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	10/05/2021	5	3	60
2	Audit Committee	02/08/2021	5	5	100
3	Audit Committee	25/10/2021	4	4	100
4	Audit Committee	10/02/2022	5	5	100
5	Nomination and Remuneration	10/05/2021	4	3	75
6	Nomination and Remuneration	29/06/2021	4	4	100
7	Nomination and Remuneration	25/10/2021	4	4	100
8	Corporate Social Responsibility	10/05/2021	5	5	100
9	Corporate Social Responsibility	25/10/2021	5	5	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	23/12/2022
								(Y/N/NA)
1	Shri Surinder Singh	5	5	100	9	9	100	Yes
2	Dr. Vijayalakshmi	2	2	100	1	1	100	Yes

3	Dr. Ajit Keshav	5	5	100	2	2	100	No
4	Shri Anjani Ku	5	5	100	7	7	100	No
5	Shri Virendra S	5	5	100	0	0	0	Yes
6	Shri Jasmine	5	5	100	2	2	100	No
7	Shri Naveen N	5	4	80	7	5	71.43	No
8	Shri Jagjeet S	5	5	100	2	2	100	No
9	Shri Sateesh S	3	2	66.67	0	0	0	No
10	Shri Amal Sindh	3	3	100	4	4	100	Yes
11	Shri Punit Nar	3	3	100	1	1	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Prem Ranjan K	Manager	3,234,218	0	0	0	3,234,218
2	Shri Amarjeet Singh	Manager	7,153,642	0	0	0	7,153,642
	Total		10,387,860	0	0	0	10,387,860

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	Shri Prem Ranjan K	CEO	3,234,218	0	0	0	3,234,218
2	Shri Amarjeet Singh	CEO	7,153,642	0	0	0	7,153,642
3	Shri Surya Shankar	CFO	1,991,524	0	0	0	1,991,524
4	Shri Mitesh Kumar S	CFO	5,778,444	0	0	0	5,778,444
5	Shri Suresh Kumar	Company Secre	6,941,794	0	0	0	6,941,794
	Total		25,099,622	0	0	0	25,099,622

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Surinder Singh	Independent Dir	0	0	0	375,000	375,000
2	Shri Anjani Kumar S	Independent Dir	0	0	0	325,000	325,000
3	Shri Ajit Keshav Rai	Independent Dir	0	0	0	200,000	200,000
4	Ms. Ryna Jaiwalla K	Independent Dir	0	0	0	75,000	75,000
5	Shri Jagjeet Singh D	Director	0	0	0	175,000	175,000
6	Shri Naveen ND Gu	Director	0	0	0	225,000	225,000
7	Shri Jasmine Shah	Director	0	0	0	175,000	175,000
8	Dr. Vijayalakshmy G	Independent Dir	0	0	0	100,000	100,000
9	Shri Virendra Singh	Director	0	0	0	125,000	125,000
	Total		0	0	0	1,775,000	1,775,000

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

Whether associate or fellow Associate Fellow

Certificate of practice number

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



BSES Yamuna Power Limited

Shakti Kiran Building, Karkardooma,

Delhi - 110032, India

CIN : U40109DL2001PLC111525

Tel. : +91 11 4124 7111

Fax : +91 11 4124 9765

www.bsesdelhi.com

LIST OF SHAREHOLDERS OF BSES YAMUNA POWER LIMITED AS ON 31.03.2022

S. No.	Name of the Shareholder	No. of shares	% of capital
1.	Delhi Power Company Limited	272,439,996	49
2.	Chief Secretary	1	
3.	Principal Secretary (Finance)	1	
4.	Principal Secretary (Home)	1	
5.	Secretary (Power)	1	
6.	Reliance Infrastructure Limited	283,559,995	51
7.	Shri Nandkumar Deo jointly with Reliance Infrastructure Limited	1	
8.	Shri Alok Kumar Roy jointly with Reliance Infrastructure Limited	1	
9.	Shri Gopal Krishna Saxena jointly with Reliance Infrastructure Limited	1	
10.	Ms. Uditia Chandra Kumar jointly with Reliance Infrastructure Limited	1	
11.	Shri Vijay Kishore Mathur jointly with Reliance Infrastructure Limited	1	
Total		556,000,000	100

For BSES Yamuna Power Limited

Date: 08.02.2023

Place: Delhi

Suresh Kumar Agarwal
Company Secretary
Membership No:- FCS 7751



सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

DATED : 22-09-2022

IN THE MATTER OF M/S BSES YAMUNA POWER LIMITED CIN U40109DL2001PLC111525

AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

The Company has closed its accounting year on 31-03-2022 and the Annual general meeting of the company is due to be held on 30-09-2022 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN F25415951 on 19-09-2022 requesting for an extension of time for the purpose of holding AGM on the following grounds

Extension of AGM is allowed for 3 Months.

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 3 months 0 days is considered.

ORDER

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 3 months 0 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.



Yours faithfully,

MANGAL RAM MEENA

Registrar of Companies

RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

BSES YAMUNA POWER LIMITED
SHAKTI KIRAN BUILDING, KARKARDOOMA, DELHI, Delhi, India, 110092



Note: This letter is to be generated only when the application is approved by RoC office

FORM NO.MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **BSES YAMUNA POWER LIMITED(CIN:U40109DL2001PLC111525)** (the Company) as required to be maintained under the Companies Act, 2013(the Act) and the rules made there under for the financial year ended on March 31, 2022. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of following:

1. That the Company is a Public Limited Company and during the year there was no change in the status of the Company;
2. That the Company has kept and maintained all required registers/records as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded;
3. That the Company has filed all the forms and returns with the Registrar of Companies, within the prescribed time and in accordance with the Act and rules made thereunder. Further, the Company was not required to file any forms with Regional Director, the Central Government, the Tribunal, Court or any other Authorities.
4. That the Company has duly complied the provisions of the Act with respect to calling/ convening/ holding meetings of Board of Directors or its committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given including shorter notice and the proceedings



including resolutions passed by postal ballot have been properly recorded in the Minute Books/registers maintained for the purpose and the same have been signed;

5. That the Company has not closed its Register of Members during the FY 2021-2022;
6. That the Company has not given any advances or loans to its directors or persons or firms or companies referred in Section 185 of the Act;
7. That the Company has entered into transactions with related parties on arm length basis and in ordinary course of business which have been firstly reviewed by Related Party Review Committee and secondly reviewed and approved by Audit Committee and subsequently noted by the Board of Directors in their meeting in compliance of provision of Section 188 of the Companies Act, 2013;
8. That during the financial year;
 - a) The Company has not increased its Authorized Share Capital;
 - b) The Company has not issued, allotted equity shares, bought back any securities, redeemable preference shares or debentures;
 - c) The Company has not received any physical cases of transfer & transmission of shares;
 - d) The Company has not converted any shares or securities; and
 - e) The Company has not received any request for issuance of duplicate share certificate(s);
9. That the Company has not issued any shares on right basis or bonus shares hence the provisions of keeping in abeyance right shares and bonus shares pending registration of transfer of shares was not applicable. Further, there was no pending registration of transfer of shares at the time of declaration of dividend during the year, hence the provisions of keeping in abeyance the rights to dividend was not applicable;
10. That the Company has not declared dividend /paid any dividend, therefore transfer of unpaid / unclaimed dividend to the Investor Education and Protection Fund under the provisions of Section 125 of the Companies Act, 2013 is not applicable;
11. That the Company's audited financial statements for the financial year has been signed as per the provisions of the Act and Report of Directors' has been prepared during the year in accordance with Section 134 of the Companies Act, 2013;



12. That the Board of Directors is duly constituted. During the year under review, the appointment / reappointment/ change in designation / cessation of directors were in compliance of the Act. There was no case of filing of casual vacancies during the year under review. Further, the necessary disclosures were made by Directors and Key Managerial Personnel and the remuneration paid to any Directors and Key Managerial Personnel was in accordance with the Act.
13. That the Company has duly complied with the provisions of Section 139 of the act relating to appointment of Statutory Auditor of the Company and there was no case of filling of casual vacancies of Auditors;
14. That during the financial year under review, company was not required to obtain any approval from Central Government Tribunal, Regional Director, Registrar, Court or such other authorities prescribe under the various provision of the Act.
15. That the Company has not accepted/ renewed or repaid any deposits under Section 73 of the Companies Act, 2013;
16. That the amount borrowed by the Company from the Public Financial Institution, Banks and others was within the borrowing limits of the Company and the Company has filed necessary e-form for creation/modification/satisfaction of charges in that respect wherever applicable.
17. That the Company has not made any loans, investments, guarantees or provided securities, to other bodies corporate or persons falling under the provisions of Section 186 of the Act.
18. That the Company has not made any alteration in its Memorandum of Association and Articles of Association of the Company.

Date: 06.02.2023
Place: New Delhi
UDIN: F005480D003115675

**For DMK ASSOCIATES
COMPANY SECRETARIES**




(MONIKA KOHLI)
FCS, I.P, LL.B., B.Com (H).
PARTNER
FCS 5480, C P 4936
Peer Review No. 779/2020

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

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders 31032022.pdf
ROC Approval letter for extension of AGM
MGT-8 BSES.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