

BOARDS' REPORT

To,
The Members,
Bhopal Dhule Transmission Company Limited

Your directors have pleasure in presenting their 8th Annual Report on the business and operations of the Company for the period ended March 31, 2017.

FINANCIAL SUMMARY

The Company's financial performance on standalone basis is given hereunder.

(Rs. In lakhs)

Particulars	Financial Year ended March 31, 2017	Financial Year ended March 31, 2016
Sales & other income	26,103.90	24,593.00
Profit / Loss before tax	562.80	(3,648.00)
Profit / Loss after tax	(1,110.30)	(2,410.40)

COMPANY PERFORMANCE

Fiscal Year 2016-17, being the eighth financial year of the company closed with loss of Rs. 1,110.3 Lakh.

DIVIDEND

Your Company has incurred losses for the period under review; therefore no dividend is recommended by the directors of the Company.

TRANSFERRED TO RESERVES

For the year under review the Board does not propose to transfer any amount to the Reserves.

BUSINESS OVERVIEW

The Company's project involves establishment of four 765 kV Single Circuit and two 400 kV Double Circuit Transmission lines that would strengthen the transmission system in the Indian States of Madhya Pradesh, Maharashtra and Gujarat. The project has been awarded on a 'Build, Own, Operate and Maintain' (BOOM) basis, wherein the transmission lines would be commissioned and the Company would operate and maintain the same for a minimum tenure of 35 years.

Dynamic challenges faced by the businesses today require companies to evolve with changing times to remain competitive and accordingly the Directors of the Company are working in the direction of bringing in some measures to improve the performance and profitability of the Company. The company is also planning to adopt various strategies and plans which would be advantageous and in the best interests of the Company.

SECTOR OUTLOOK

The transmission segment plays a key role in transmitting power continuously from generation plants to various distribution entities. Transmission and sub-transmission systems supply power to the distribution system, which, in turn, supplies power to end consumers. In India, the transmission and distribution or T&D system is a three-tier structure comprising of distribution networks, state grids and regional grids. The distribution networks and state grids are primarily owned and operated by respective state transmission utilities or state governments through state electricity

departments. Most inter-state and inter-regional transmission links are owned and operated by Power Grid Corporation of India Ltd (PGCIL), which facilitates the transfer of power between different regions. The transmission system in India operates at several voltage levels, which are listed below.

HVDC: \pm 500 kV HVDC, \pm 800 kV HVDC
 Extra high voltage (EHV): 66 kV, 132 kV, 220 kV, 400 kV and 765 kV

The government's focus on providing electricity to rural areas has led to the T&D systems being extended to remote villages. The total length of transmission lines in the country has increased from 358,580 ckm in fiscal 2007 to 554,774 ckm in fiscal 2016.

There has been strong growth in the transmission system at higher voltage levels and substation capacities (400 kv and above). This is a result of increase in the demand for transmission networks to carry bulk power over longer distances and at the same time optimize the right of way, minimize losses and improve grid reliability. The total length of the '220 kV and above' transmission lines in the country has increased from 198,407 ckm in fiscal 2007 to 341,551 ckm in fiscal 2016.

With the government's focus on alleviating congestion through several grid enhancement projects, transmission capacities are expected to witness robust growth. It is expected that the transmission segment's share in total power sector investments will rise sharply to 33% over fiscals 2017 to 2021 from 20% over fiscals 2012 to 2016. Thus, investments in the transmission segments are expected to increase 1.5 times to Rs 3.1 trillion over fiscals 2017 to 2021 as compared to the previous five-year-period. With such large addition, the estimated investment in the transmission sector is expected to be Rs 3.1- Rs 3.2 trillion over 2017-21. Investments in the sector are expected to be driven by the need for robust and reliable inter and intra-state transmission system, to support continued generation addition, a strong push for renewable energy sector and rural electrification.

Increase in the TBCB pipeline and the rising private-sector participation with favourable risk-return profile of transmission projects will also support growth in investments. In fact, in the 13th five-year plan, private investment in the power transmission sector is expected to be 18-20% of the total investment compared with an estimated 10% in the 12th five-year plan.

CAPITAL STRUCTURE

AUTHORISED CAPITAL STRUCTURE

As on March 31, 2017 the Company has Authorised Share Capital of Rs. 2,00,00,000/- (Rupees Two Crores only) bifurcated as stated below:

Types of Shares	No. of Shares	Face value	Total
Equity	20,00,000	10/-	2,00,00,000

PAID UP SHARE CAPITAL

As on March 31, 2017 the Company has paid up Share Capital of Rs. 60,00,000/- (Rupees Sixty Lakh only) bifurcated as stated below:

Types of Shares	No. of Shares	Face value	Total
Equity	6,00,000	10/-	60,00,000

SUBSIDIARIES / ASSOCIATE / JOINT VENTURE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company as defined in the Companies Act, 2013 as on March 31, 2017, neither does any Company have become or ceased to be Company's Subsidiaries or Joint Venture or Associate Companies during the period under review.

MATERIAL CHANGES POST MARCH 31, 2017

On May 30 2017, your Company successfully completed the allotment of 7,350 (Seven Thousand Three Hundred Fifty only) Rated, Senior, Secured, Listed, Redeemable, Privately Placed, Non-Convertible Debentures of face value of Rs. 10,00,000/- each (Rupees ten lakh only) aggregating to Rs. 7,35,00,00,000/- (Rupees Seven Hundred thirty five crores only) .

DEPOSITS

The Company had not accepted any deposits from the public within the meaning of Chapter V of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

INTERNAL FINANCIAL CONTROLS

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company had documented a comprehensive internal control system for all the major processes to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with the policies, procedures, laws and regulations, safeguarding of assets and economical and efficient use of resources. The formalized system of control facilitates effective compliance as per relevant provisions of the Companies Act, 2013 and any other applicable Law(s) and provisions.

To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit function monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board. The Audit Committee also met the Company's Statutory Auditors to ascertain their views on the financial statements, including financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of internal controls and systems followed by the Company.

STATUTORY AUDITORS

M/s S R B C & Co LLP, Chartered Accountants, (FRN – 324982E/ E30003), Statutory Auditors and KNPS & Associates , Chartered Accountants, New Delhi (FRN - 024073N), Joint Statutory Auditors hold office till the conclusion of the ensuing Annual General Meeting ('AGM') of the Company. Pursuant to section 139 of the Companies act, 2013 the appointment of the Statutory Auditors is required to be ratified by the members at the Annual General Meeting. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder ("Act") to the effect the ratification if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment as the Statutory Auditors of the Company.

The Audit Committee and the Board of directors of the Company therefore recommend M/s S R B C & Co LLP, Chartered Accountants as the Statutory Auditors and M/s K N P S & Associates, Chartered Accountants, New Delhi (FRN - 024073N) as the Joint Statutory Auditors of the Company to hold office from the conclusion of 8th AGM until the conclusion of 9th AGM of the Company.

The Statutory Audit Report does not contain any qualification, reservation or adverse remark.

COST AUDIT REPORT

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the Company had appointed M/s M S & CO., Cost & Management Accountant for carrying out the Cost Audit. The Cost Audit Report for the financial year ended on March 31, 2017 is annexed herewith as **Annexure-A** to this Report.

The Cost Audit Report does not contain any qualification, reservation or adverse remark.

EXTRACT OF ANNUAL RETURN

The extract of the annual return in the prescribed Form MGT – 9 as stipulated under Section 92 (3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, is annexed herewith as **Annexure-A** to this Report.

PARTICULARS OF EMPLOYEES

The Company does not have any such employee, details of which are required to be disclosed in terms of the provisions of Section 197 (12) of the Companies Act, 2013 read with Rules 5 (1) ,5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS

The Board of directors comprises of the follows:

S.No	Name	Designation
1	Mr. Mithun Puttu Gole	Whole Time Director
2	Ms. Avaantika Rajesh Kakkar	Independent Director
3	Mr. Lalit Narayan Tandon	Independent Director
4	Mr. Harsh Dinesh Shah	Additional Director
5	Mr. Swapnil Patil	Additional Director

Note:

1. Mr. Vithal Acharya w.e.f April 24, 2017 has been ceased to be the Director of the Company.
2. Mr. Harsh Dinesh Shah w.e.f April 24, 2017 and Mr. Swapnil Patil w.e.f April 24, 2017 were appointed as an Additional Directors of the Company as per Section 152(6) of the Companies Act, 2013.

INDEPENDENT DIRECTORS

Ms. Avaantika Rajesh Kakkar and Mr. Lalit Narayan Tandon both the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013. Pursuant to Section 149 read with Section 152 of the Companies Act, 2013 ("the Act"), the provisions in respect of retirement of directors by rotation shall not be applicable to the Independent Directors.

Pursuant to Section 152 (6) of the Companies Act, 2013 no director will retire by rotation at ensuing Annual General Meeting.

KEY MANAGERIAL PERSONNEL

In terms of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following are Key Managerial Personnel of the Company in terms of the Companies Act, 2013:

S.No	Name	Designation	Date of Appointment
1	Mr. Mithun Puttu Gole	Chief Financial Officer	February 15, 2017
2	Mr. Ankit Poddar	Company Secretary	February 15, 2017

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2016-17, 6 (Six) Board meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The dates on which these meetings were held are April 30, 2016, July 04, 2016, August 28, 2016, September 22, 2016, November 23, 2016 and February 15, 2017.

Table of Attendance:-

Sr. No.	Name of Directors	Designation	No. of Board Meetings held during FY 2016-17	
			Held	Attended
1	Mr. Kattunga Srinivasa Rao	Director	6	5
2	Mr. Ajay Bhardwaj	Director	6	3
3	Mr. Pankaj Priyadarshi	Director	6	4
4	Ms. Avantika Kakkar	Independent Director	6	3
5.	Mr. Lalit Narayan Tandon	Independent Director	6	4
6.	Mr. Manish Agrawal	Additional Director	6	0
7.	Mr. Vithal Acharya	Additional Director	6	1
8.	Mr, Mithun Puttu Gole	Additional Director	6	1

Note:

1. During the year, Mr. Ajay Bhardwaj resigned from the office of the Director w.e.f. December 15, 2016, Mr. Kattunga Srinivasa Rao and Mr. Pankaj Priyadarshi resigned from the office of the Director w.e.f January 02, 2017 and Mr. Manish Agrawal w.e.f February 03, 2017 (was appointed as an Additional Director on January 02, 2017).
2. During the year under review Mr. Vithal Acharya appointed as Additional Director of the Company w.e.f January 02, 2017 and Mr. Mithun Puttu Gole appointed as Additional Director of the Company w.e.f February 03, 2017 as per Section 152(6) of the Companies Act, 2013.
3. As per Section 2(94) of the Companies Act, 2013, "whole-time director" includes a director in the whole-time employment of the company. Mr. Mithun Puttu Gole was appointed as the Additional Director w.e.f February 03, 2017 and also as the Chief Financial Officer of the Company w.e.f February 15, 2017, therefore he was appointed as the Whole time Director of the Company w.e.f February 15, 2017.

COMPOSITION AND MEETINGS OF COMMITTEES OF THE BOARD AND THEIR POLICIES

a) Audit Committee

The Audit Committee comprising of following members was constituted in terms of Section 177 of the Companies Act, 2013 and Rules made thereunder.

Sr. No.	Name of Director	Designation
1	Mr. Lalit Narayan Tandon	Chairman
2	Ms. Avaantika Kakkar	Member
3	Mr. Vithal Acharya	Member

Reconstitution of Audit Committee

The Board of directors in its meeting held on February 15, 2017 reconstituted the composition of Audit Committee and appointed Mr. Ved Mani Tiwari as a Member in place of Mr. Ajay Bhardwaj who has resigned w.e.f December 15, 2016:

During the year under review, 4 (Four) Audit Committee Meeting of the Company was held on April 30, 2016, August 18, 2016, November 22, 2016 and February 14, 2017.

Table of Attendance:

Sr. No.	Name of Directors	No. of Audit Committee Meetings held during FY 2016-17	
		Held	Attended
1	Mr. Lalit Narayan Tandon	4	3
2	Mr. Ajay Bhardwaj	4	2
3	Ms. Avaantika Kakkar	4	3
4	Mr. Vithal Acharya	2	0

b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprising of following members was constituted in terms of Section 178 of the Companies Act, 2013 and Rules made thereunder.

Sr. No.	Name of Director	Designation
1	Ms. Avaantika Rajesh Kakkar	Chairperson
2	Mr. Lalit Narayan Tandon	Member
3	Mr. Vithal Acharya	Member

Reconstitution of Nomination and Remuneration Committee

The Board of directors in its meeting held on February 15, 2017 reconstituted the composition of Nomination and Remuneration Committee and Mr. Vithal Acharya as a Member in place of Mr. Ajay Bhardwaj who has resigned w.e.f December 15, 2016.

During the year under review, 1 (One) Nomination and Remuneration Committee Meeting of the Company was held on February 14, 2017.

Table of Attendance:

Sr. No.	Name of Directors	No. of Nomination and Remuneration Committee Meetings held during FY 2016-17	
		Held	Attended
1	Ms. Avaantika Rajesh Kakkar	1	1

2	Mr. Lalit Narayan Tandon	1	1
3	Mr. Ajay Bhardwaj	1	0
4	Mr. Vithal Acharya	1	0

RISK MANAGEMENT

Risk can be viewed as a combination of the probability of an event occurring and the impact of its consequence. Events with a negative impact represent risks that can prevent value creation or erode existing value.

The Risk Management Policy of the Company was approved and adopted on 23rd October, 2015 by the Board and states the framework comprising of Risk Management Organization Structure and Activities to be conducted. We have a Multi-Layered Risk Management Framework aimed at effectively mitigating the various risks to which our business is exposed. Ensuring that risks are considered in all decision making process and to adhere to mitigation plans developed for each risk thereby. Risk Management comprises of activities relating to Risk Identification, Risk Assessment, Risk Response, Risk Monitoring and Risk Reporting.

The Company had framed a Risk Management Plan to identify and assess the risk areas, monitor and report compliance and effectiveness of the policy and procedure. A detailed exercise is being carried out to identify, evaluate, manage and monitor both business and non-business risks. This plan seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk plan defines the risk management approach across the Company at various levels including documentation and reporting.

VIGIL MECHANISM / WHISTLE BLOWER

The Company follows a strong Vigil mechanism framework and adopted a 'Whistleblower Policy' on January 21, 2015, along with Code of Business Conduct & Ethics. The Whistleblower Policy is the mechanism to help the directors, employees of the Company and all External Stakeholders to raise their concerns about any malpractice, impropriety, abuse or wrongdoing at an early stage and in the right way, without fear of victimization, subsequent discrimination or disadvantage.

The Policy encourages to raise concerns within the Company rather than overlooking a problem. All Complaints under this Policy are reported to the Head - Management Assurance, who is independent of operating management and businesses. 'Complaints' can also be sent to the designated E-Mail ID: stl.whistleblower@vedanta.co.in. The Head - Management Assurance reviews the 'Complaint', and may investigate it himself or may assign another person to investigate, or assist in investigating the 'Complaint'.

The Whistleblower Policy also contains mechanism of redressal available for Directors, Employees of the Company and all External Stakeholders, if they feel that they had been retaliated against, due to disclosure of concern. No person has been denied access to the Audit Committee.

The Whistleblower Policy had also been extended to External Stakeholders like Vendors, Customers, etc. The details of which are available at the website of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The provisions of Section 186 of the Companies Act, 2013, with respect to a loan, guarantee or security is not applicable to the Company as the Company is engaged in providing infrastructural facilities and is exempted under Section 186(11) of the Companies Act, 2013. Further there are no

investments held by the Company as per section 186(1) of the Companies Act, 2013 to be disclosed.

RELATED PARTY TRANSACTIONS

The company has a process in place to periodically review and monitor Related Party Transactions. All the related party transactions were in the ordinary course of business and at arm's length basis. The Audit Committee has approved all the related party transactions for the financial year 2016-17 and estimated transactions for financial year 2017-18.

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

Information under section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is as follows:

I. Conservation of Energy

<ul style="list-style-type: none"> i. the steps taken or impact on conservation of energy ii. the steps taken by the company for utilizing alternate sources of energy iii. the capital investment on energy conservation equipment's 	<p>Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.</p>
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II. Technology Absorption

<ul style="list-style-type: none"> i. the efforts made towards technology absorption ii. the benefits derived like product improvement, cost reduction, product development or import substitution iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) iv. the details of technology (imported during the last three years reckoned from the beginning of the financial year) <ul style="list-style-type: none"> (a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof. 	<p>Company continues to evolve and incorporate innovative solutions using technology across entire spectrum of business functions including pre-bid, construction and post construction Operation and Management activities. Not Applicable.</p> <p>Not Applicable.</p> <p>Not Applicable.</p> <p>Not Applicable.</p>
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v. the expenditure incurred on Research and Development	Not Applicable.
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III. Foreign Exchange Earning and outgo

- Foreign exchange earned in terms of actual inflows during the year = Nil
- Foreign exchange outgo during the year in terms of actual outflows = Rs. 99297.96 lakh

PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

Your Company had adopted a Policy for Prevention of Sexual Harassment of Women at Workplace and had set up an Internal Complaints Committee for implementation of said Policy in terms of the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013.

Composition of which is as follows:

S.No	Name	Designation
1	Ms. Namrata Mukherjee	Presiding Member
2	Ms. Kamaljeet Kaur	Member
3	Ms. Divya Verma	Member
4	Mr. Pulkit Sharma	Member
5	Ms. Samiksha Srivastava	Member
6	Dr. Surabhi Dhingra	Third Party Member

During the year under review, the Company had not received any complaint of harassment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- In the preparation of the Annual Accounts for the financial year ended on 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2016-17 and of the loss of the company for the same period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis;
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

ACKNOWLEDGEMENTS

Your directors wish to place on record their appreciation for the sincere services rendered by employees of the Company at all levels. Your directors also wish to place on record their appreciation for the valuable co-operation and support received from the Government of India, various state governments, the Banks/ financial institutions and other stakeholders such as, customers and suppliers, among others. The directors look forward to their continued support in future.

**For and on behalf of the Board of Directors
Bhopal Dhule Transmission Company Limited**

**Harsh Dinesh Shah
Director
DIN - 02496122**

**Swapnil Patil
Director
DIN - 07802554**

**Place: Mumbai
Date: August 10, 2017**

FORM NO. MGT - 9**EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2017****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	U40102DL2009PLC194071
2.	Registration Date	September 8, 2009
3.	Name of the Company	Bhopal Dhule Transmission Company Limited
4.	Category/Sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
5.	Address of the Registered office & contact details	F-1, The MIRA Corporate Suites, 1 & 2, Ishwar Nagar, Mathura Road, New Delhi- 110065
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 Phone No. +91 - 40 - 6716 - 1503 Fax No. +91 - 40 - 2331 - 1968 E.Mail Id. venu.sp@karvy.com

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
1	Revenue from transmission charges	35107	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDINGS/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Sterlite Grid 1 Limited; Add:- 4 th Floor, Godrej Millennium, 9, Koregaon Road, Pune, Maharashtra - 411001	U40104PN2010PLC135953	Holding Company	100.00 %	2 (46)

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	5,99,400	600	6,00,000	100	5,99,400	600	6,00,000	100	0

ii) Shareholding of Promoter-

SL. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during 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	
1	Sterlite Grid 1 Limited	599,400	99.90	51%	599,400	99.90	51%	0.00
2	Mr. Ajay Bhardwaj (As a Nominee of Sterlite Grid 1 Limited)	100	0.017	Nil	0	0.00	Nil	100
2	Mr. Ved Mani Tiwari (As a Nominee of Sterlite Grid 1 Limited)	0	0.00	Nil	100	0.017	Nil	0.00
3	Mr. Harsh Dinesh Shah (As a Nominee of - Sterlite Grid 1 Limited)	100	0.00	Nil	100	0.017	Nil	0.00

4	Mr. Amarendranath Reddy Tatimakula (As a Nominee of - Sterlite Grid 1 Limited)	100	0.017	Nil	100	0.017	Nil	0.00
5	Mr. Mohit Saxena (As a Nominee of - Sterlite Grid 1 Limited)	0	0	Nil	100	0.017	Nil	0.00
6	Mr. Chandrapal Singh Gour (As a Nominee of Sterlite Grid 1 Limited)	100	0.017	Nil	0	0.00	Nil	100
6	Mr. Sai Kiran Dhama (As a Nominee of Sterlite Grid 1 Limited)	0	0.00	Nil	100	0.017	Nil	0.00
7	Mr. Anuj Kumar Sharma (As a Nominee of - Sterlite Grid 1 Limited)	100	0.017	Nil	0	0.00	Nil	100
7	Mr. Rajendra Mishra (As a Nominee of Sterlite Grid 1 Limited)	0	0.00	Nil	100	0.017	Nil	0.00
	Total	600,000	100	51	600,000	100	51	0

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

SL. No.	Sterlite Grid Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

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

SL. No.	Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0

vi) Shareholding of Directors and Key Managerial Personnel:

SL. No.	Directors / Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

V. INDEBTEDNESS -

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

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	158882.1	27432.7	0	186314.8
ii) Interest due but not paid	0	4073.5	0	4073.5
iii) Interest accrued but not due	763.7	0	0	763.7
Total (i+ii+iii)	159645.8	31506.2	0	19115.2
Change in Indebtedness during the financial year				
Addition	0	2660.2	0	2660.2
Reduction	(6564.8)	0	0	(6564.8)
Net Change	(6564.8)	2660.2	0	(3904.6)
Indebtedness at the end of the financial year				

i) Principal Amount	152281.6	34166.4	0	186448
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	799.4	0	0	799.4
Total (i+ii+iii)	153081	34166.4	0	187247.4

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL : None

A. Remuneration to Managing Director, Whole-time Directors and/or Manager : None

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount
1	Gross Salary	-	-	-	-	-
	(a) Salary as per Provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of Perquisites under Section 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in Lieu of Salary under Section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of Profit - others, Specify...	-	-	-	-	-
5	Others, Please Specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other Directors : None

S. No.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	-	-	-
	Fee for attending Board / Committee Meetings	-	-	-
	Commission	-	-	-
	Others, Please Specify	-	-	-
	Total (1)	-	-	-
2	Other Non-Executive Directors	-	-	-
	Fee for attending Board Committee Meetings	-	-	-
	Commission	-	-	-

	Others, Please Specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD : None

(Amount in Rs.)

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CS	CFO	CEO	
1	Gross Salary				
	(a) Salary as per Provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of Perquisites under Section 17(2) of the Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of Salary under Section 17(3) of Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of Profit	-	-	-	-
	- others, Specify...	-	-	-	-
5	Others, Please Specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES : None

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)
<u>COMPANY</u>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

<u>DIRECTORS</u>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<u>OTHER OFFICERS IN DEFAULT</u>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**For and on behalf of the Board of Directors
Bhopal Dhule Transmission Company Limited**

**Harsh Dinesh Shah
Director
DIN - 02496122**

**Swapnil Patil
Director
DIN - 07802554**

**Place: Mumbai
Date: August 10, 2017**