

**FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on March 31, 2020

[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:	U40101DL2007GOI165779
(ii) Registration Date	July 12, 2007
(iii) Name of the Company	REC Power Distribution Company Limited
(iv) Category/Sub-Category of the Company	Company limited by Shares/ Wholly owned subsidiary of REC Limited (formerly Rural Electrification Corporation Limited), A Government of India Enterprise
(v) Address of the Registered Office and Contact Details	Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi-110003 Phone No.- 011 24369690 Fax No.- 011 243365815 E-mail: co.delhi@recpdcl.in
(vi) Whether Listed Company Yes/ No	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:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ Service	% to total turnover of the Company
1	Management Consultancy Activities- to facilitate the power utilities in the areas of their operation specifically relating to the Power Distribution Sector.	70200	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES AS ON 31st MARCH, 2020

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Power Finance Corporation Limited 'URJANIDHI', 1, Barakhamba Lane, Connaught Place, New Delhi-110001	L65910DL1986GOI024862	Holding Company of REC Limited	52.63% Shares held of REC	2(46)
2	REC Limited (formerly Rural Electrification Corporation Limited) Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi-110003	L40101DL1969GOI005095	Holding	100%	Section 2(87) of Companies Act, 2013

REC Power Distribution Company Limited

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)										
(i) Category-wise Share Holding										
Sl. No.	CATEGORY OF SHAREHOLDERS	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2019				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2020				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	PROMOTERS									
(1)	INDIAN									
(a)	Individual /HUF	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Central Government	0	0	0	0.00	0	0	0	0.00	0.00
(c)	State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	50000	50000	100.00	0	50000	50000	100.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (A) (1) :	0	50000	50000	100.00	0	50000	50000	100.00	0.00
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Other- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	0	0	0	0.00	0	0	0	0.00	0.00
	Total shareholding of promoter (A)=A(1)+A(2)	0	50000	50000	100	0	50000	50000	100	0.00
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds	0	0	0	0	0	0	0	0	0
(b)	Financial Institutions /Banks	0	0	0	0	0	0	0	0	0
(c)	Central Government	0	0	0	0	0	0	0	0	0
(d)	State Government(s)	0	0	0	0	0	0	0	0	0
(e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f)	Insurance Companies	0	0	0	0	0	0	0	0	0
(g)	Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
(h)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(i)	Any other	0	0	0	0	0	0	0	0	0
	Sub-Total B(1) :	0	0	0	0	0	0	0	0	0
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	0	0	0	0	0	0	0	0	0
	i) Individuals	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									
	Sub-Total B(2) :	0	0	0	0	0	0	0	0	0
	Total Public Shareholding (B)=B(1)+B(2) :	0	0	0	0.00	0	0	0	0.00	0.00
(C)	Shares held by custodians for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	Sub-Total C :	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	0	50000	50000	100.00	50000	0	50000	100.00	0.00

Note: 100% of the Paid-up Share Capital of the Company is held by REC Limited (formerly Rural Electrification Corporation Limited) and its Nominees, REC is a Government of India Enterprise under the administrative control of Ministry of Power, Government of India.

Shareholding of Promoters

(ii)	Shareholding of Promoters							
Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 1st April 2019)			Shareholding at the end of the year (as on 31st March 2020)			% 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	REC Limited (formerly Rural Elelctrification Corporation Limited)	49994	99.988	0	49994	99.988	0	0
2	Shri Ajeet Kumar Agarwal*	1	0.002	0	1	0.002	0	0
3	Shri Ashok Awasthi**	1	0.002	0	0	0	0	0
4	Shri Sanjiv Garg*	1	0.002	0	1	0.002	0	0
5	Shri Thangarajan Subhash Chandira Bosh*	1	0.002	0	1	0.002	0	0
7	Shri G. S. Bhati**	1	0.002	0	1	0.002	0	0
8	Shri C.P.Bhatia**	1	0.002	0	0	0	0	0
9	Shri G.Veera Mahender**	0	0		1	0.002	0	
10	Shri V.K.Singh**	0	0		1	0.002	0	
Total		50000	100	0.00	50000	100.000	0.00	0.00

Note: * 1 share each held as nominee of REC Limited(formerly Rural Electrification Corporation Limited-Holding Company).

** During the financial year 2019-20, 1 equity share held by Shri C.P.Bhati was transferred to Shri G.Veera Mahender* and 1 equity share held by Shri Ashok Awasthi was transferred to Shri V.K.Singh.

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

Sl. No.	Particulars	Shareholding at the beginning of the year (as on 1st April 2019)		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the
1					
	At the beginning of the year (Held by Promoter and its Nominees)	50000	100	50000	100
1	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/ sweat equity, etc.)	No Change			
2	At the end of the year (or on the date of separation, if separated during the year)	50000	100	50000	100

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):					
Sl. No.	For each of the top ten Shareholders	Shareholding at the beginning of the year (as on 1st April 2019)		Cumulative shareholding during 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 (Held by Promoter and its nominees)	The entire Issued and Paid-up Share Capital of ₹ 5,00,000 divided into 50,000 equity shares of ₹10 each of your Company is held by the holding company REC Limited (Formerly Rural Electrification Corporation Limited), a Government of India Enterprise and its 6 nominees.			
1	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/ sweat equity, etc.)				
2	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:

Sl. No.		Shareholding at the beginning of the year (as on 1st April 2019)		Cumulative shareholding during the year (as on 31st March 2020)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Shri Ajeet Kumar Agarwal, Chairman**				
	At the beginning of the year	1 Equity Share of ₹ 10/- each as Nominee of REC	0	1 Equity Share of ₹ 10/- each as Nominee of REC	0
	Date wise Increase/Decrease in 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	1 Equity Share of ₹ 10/- each as Nominee of REC	0	1 Equity Share of ₹ 10/- each as Nominee of REC	0
2	Shri Sanjeev Kumar Gupta, Chairman**				
	At the beginning of the year	0	0	0	0
	Date wise Increase/Decrease in 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	0	0	0	0
3	Shri Sanjiv Garg, Director (upto March 16, 2020)*				
	At the beginning of the year	1 Equity Share of ₹ 10/- each as Nominee of REC	0	1 Equity Share of ₹ 10/- each as Nominee of REC	0
	Date wise Increase/Decrease in 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	1 Equity Share of ₹ 10/- each as Nominee of REC	0	1 Equity Share of ₹ 10/- each as Nominee of REC	0
4	Shri Ajoy Choudhary, Director				
	At the beginning of the year	0	0	0	0
	Date wise Increase/Decrease in 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	0	0	0	0
5	Shri Sanjay Kumar (w.e.f. March 16, 2020) *				
	At the beginning of the year	0	0	0	0
	Date wise Increase/Decrease in 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	0	0	0	0

Note: 1. *As nominated by REC Limited, the Board of Directors in its 75th Meeting held on March 16, 2020 has appointed Shri Sanjay Kumar as Additional Director in place of Shri Sanjiv Garg.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year	0	0	0	0
(i) Principal Amount	0	0	0	0
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in indebtedness during the financial year	0	0	0	0
• Addition	0	0	0	0
• Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year	0	0	0	0
(i) Principal Amount	0	0	0	0
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

Note: Company has tied-up with Banks for non-fund based BG limit of Rs.100 crore & 10 crore for fund based BG limit and as on March 31, 2020, Company has availed BGs of Rs. 30.78 crore and four charges have been created (ID 10573864, 10381249, 100105301 & 100134514) on current assets of the Company.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director and Whole-time Director							
Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager					Total Amount
		Shri Ajeet Kumar Agarwal (CMD & Director Finance) (Upto June 12, 2020)	Shri Sanjeev Kumar Gupta (CMD & Director Finance)	Shri Sanjiv Garg (Director) (upto March 16, 2020)	Shri Ajoy Choudhary, Director	Shri Sanjay Kumar (Director)(w.e.f March 16, 2020)	
1	Gross Salary	0	0	0	0	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0	0
	(c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0	0
2	Stock Option	0	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0	0
4	Commission	0	0	0	0	0	0
	- as % of profit	0	0	0	0	0	0
	Other specify	0	0	0	0	0	0
5	Others, please specify	0	0	0	0	0	0
	Total (A)	0	0	0	0	0	0
	Ceiling as per the Act						
B. Remuneration to other Directors:							
Sl. No.	Particulars of Remuneration						Total Amount
3	Independent Directors						0
	• Fee for attending Board Committee Meetings	0	0	0	0	0	0
	• Commission	0	0	0	0	0	0
	• Others, please specify	0	0	0	0	0	0
	Total (1)	0	0	0	0	0	0
4	Other Non-Executive Directors						0
	• Fee for attending Board Committee Meetings	0	0	0	0	0	0
	• Commission	0	0	0	0	0	0
	• Others, please specify	0	0	0	0	0	0
	Total (1)	0	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0	0
	Overall Ceiling as per the Act						
C. Remuneration to Key Managerial Personnel Other than MD/Manager/ WTD:							
Sl. No.	Particulars of Remuneration	Key Managerial Personnel					Total Amount
1	Gross Salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0	0
	(c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0	0
2	Stock Option	0	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0	0
4	Commission	0	0	0	0	0	0
	- as % of profit	0	0	0	0	0	0
	others, specify	0	0	0	0	0	0
5	Others, please specify	0	0	0	0	0	0
	Total	0	0	0	0	0	0

Note: 1 All directors (including Chairman) of the Company are appointed/nominated by the holding company as non executive directors to perform additional duty in RECPDCL and they are not entitled for any remuneration from the Company.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Sl.No	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)
A.	COMPANY					
	Penalty	0				
	Punishment	0				
	Compounding	0				
B.	DIRECTORS					
	Penalty	0				
	Punishment	0				
	Compounding	0				
C.	OTHER OFFICERS IN DEFAULT					
	Penalty	0				
	Punishment	0				
	Compounding	0				

Note: There were no significant and material orders, penalties or strictures imposed on the Company by any statutory authority during the last three years impacting the going concern status and Company operation in future. However, during the financial year 2014-15, upon an information filed by an informant (name not disclosed) against RECPDCL, a wholly-owned subsidiary of REC, the Competition Commission of India (CCI) had ordered an investigation against the Company. CCI disposed off the case in favor of the Company, while observing that no contravention of the provisions of Section 4 of the Competition Act, 2002 has been made out against RECPDCL & others and the matter was ordered to be closed.

For and on behalf of Board of the Directors



(Sanjeev Kumar Gupta)
Chairman
DIN: 03464342

Place: New Delhi
Date: 21.09.2020