

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

IV FLOOR UP NEDA BHAWAN VIBHUTI KHAND, GOMTI NAGAR NA
LUCKNOW
Lucknow
Uttar Pradesh
226010

(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	Union 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

Registered office address of the Registrar and Transfer Agents

(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**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	0

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	THDC INDIA LIMITED	U45203UR1988GOI009822	Holding	74

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	500,000	400,000	400,000	400,000
Total amount of equity shares (in Rupees)	500,000,000	400,000,000	400,000,000	400,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	500,000	400,000	400,000	400,000
Nominal value per share (in rupees)	1,000	1,000	1,000	1,000
Total amount of equity shares (in rupees)	500,000,000	400,000,000	400,000,000	400,000,000

(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	350,000	0	350000	350,000,000	350,000,000	
Increase during the year	50,000	0	50000	50,000,000	50,000,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	50,000	0	50000	50,000,000	50,000,000	
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	
NIL						
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	
NIL						
At the end of the year	400,000	0	400000	400,000,000	400,000,000	
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	
NIL						
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	
NIL						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE999999999

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

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		09/09/2023	
Date of registration of transfer (Date Month Year)		15/04/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	1,000
Ledger Folio of Transferor	09		
Transferor's Name	MANI		DURAIWAMY
	Surname	middle name	first name
Ledger Folio of Transferee	10		

Transferee's Name	<input type="text" value="SARDANA"/>	<input type="text"/>	<input type="text" value="MANOJ"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

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

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

Ledger Folio of Transferee

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
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

0

(ii) Net worth of the Company

378,814,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	295,996	74	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 UTTAR PRADESH NEW AND RENE	103,999	26	0	
	Total	399,995	100	0	0

Total number of shareholders (promoters)

2

(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 NOMINEE SHAREHOLDER	5	0	0	

	Total	5	0	0	0
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Total number of shareholders (other than promoters)

5

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	5	5
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	3	0	3	0	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	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	3	0	3	0	0

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

6

(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)
RK VISHNOI	08534217	Nominee director	0	
ANUPAM SHUKLA	09659225	Nominee director	0	
SANDEEP SINGHAL	10581078	Additional director	0	
MANOJ SARDANA	AGNPS1840H	CEO	1	
MRIDUL DUBEY	AERPD7697D	CFO	0	14/06/2024
HIMANSHU BAJPAI	CNOPB9295B	Company Secretar	0	

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

5

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)
ATUL JAIN	10088182	Nominee director	09/09/2023	APPOINTMENT
ATUL JAIN	10088182	Nominee director	31/12/2023	CESSATION
J BEHERA	08536589	Nominee director	29/02/2024	CESSATION
MANOJ SARDANA	AGNPS1840H	CEO	15/04/2023	APPOINTMENT
SANDEEP SINGHA	10581078	Additional director	01/03/2024	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	09/09/2023	7	7	100

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/04/2023	3	3	100
2	12/05/2023	3	3	100
3	09/09/2023	4	4	100
4	19/12/2023	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

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					

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	06/09/2024
								(Y/N/NA)
1	RK VISHNOI	4	4	100	0	0	0	Yes
2	ANUPAM SHU	4	4	100	0	0	0	Yes
3	SANDEEP SIM	0	0	0	0	0	0	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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANOJ SARDANA	CEO	5,161,919	0	0	1,719,965	6,881,884
2	MRIDUL DUBEY	CFO	4,193,940	0	0	1,286,362	5,480,302
	Total		9,355,859	0	0	3,006,327	12,362,186

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

PSR MURTHY

Whether associate or fellow

Associate Fellow

Certificate of practice number

13090

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

SANDEEP SINGHAL
Digitally signed by
SANDEEP SINGHAL
Date: 2024.10.24
15:22:38 +05'30'

DIN of the director

1*5*1*7*

To be digitally signed by

HIMANSHU BAJPAI
Digitally signed by
HIMANSHU BAJPAI
Date: 2024.10.24
15:23:33 +05'30'

Company Secretary

Company secretary in practice

Membership number

5*3*0

Certificate of practice number

Attachments

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

Attach
Attach
Attach
Attach

List of attachments

List of shareholder TUSCO.pdf MGT-8-tusco-2023-24.pdf clarificationn.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



TUSCO LIMITED

(A Joint Venture of THDC India Ltd & UP NEDA)

(CIN: U40106UP2020GOI134504)

Regd. office: 4th Floor, UPNEDA Bhawan, Vibhuti Khand, Gomti Nagar, Lucknow, (U.P.) 226010

List of Shareholders as 31.03.2024

Sl.No.	Name of Shareholder	Number of shares held
1.	THDC India Limited (THDCIL)	295996
2.	Uttar Pradesh New and Renewable Energy Development Agency (UPNEDA)	103999
3.	Shri Atul Jain, Nominee Shareholder THDCIL	1
4.	Shri A. B. Goel, Nominee Shareholder THDCIL	1
5.	Shri J. Behera, Nominee Shareholder THDCIL	1
6.	Shri Manoj Sardana, Nominee Shareholder THDCIL	1
7.	Shri Ajay Kumar, Nominee Shareholder UPNEDA	1
	TOTAL	4,00,000

Certified to be true


HIMANSHU BAJPAI
Company Secretary
TUSCO LIMITED
Lucknow

17/10/24
Company Secretary
TUSCO Limited

**P.S.R MURTHY
PRACTICING COMPANY SECRETARY
C.P. 13090**

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

I have examined the registers, records and books and papers of **TUSCO LIMITED**, CIN U40106UP2020GOI134504 (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 31st March 2024. The Company is a Public Limited Government Company with equity participation between THDC India Limited and UPNEDA in the ratio of 74:26. Because of equity of THDC India Limited, TUSCO Limited is a Subsidiary Company of THDC India Limited. The Company has come into existence on 12th September 2020. The Authorised Capital as on date was Rs.50.00 crore and Paid-up Capital was Rs.40.00 crore

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents.

I 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:
 - 1. its status under the Act;
 - 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 - 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Central Government, or other authorities within/beyond the prescribed time; **(During the year, returns were limited to ROC office only);**

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**178 RPS FLATS, SHEIK SARAI PHASE-1, NEW DELHI – 110 017
MOBILE: 9816010286;
EMAIL: psmurthy50@yahoo.in**

P.S.R MURTHY
PRACTICING COMPANY SECRETARY
C.P. 13090

4. calling/ convening/ holding meetings of Board of Directors and 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 and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; **(During the year, no circular resolutions were passed);**
5. closure of Register of Members /Security holders as applicable. **(During the year, there was no occasion for closure of the Register);**
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; **(During the year, there were no transactions);**
7. contracts/arrangements with related parties as specified in section 188 of the Act;
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances; **(During the year, the Company allotted shares to the Promoters to the extent of 50,000 equity shares of Rs.1,000 each, thus, raising the paid-up capital from Rs.35,00,00,000 to Rs.40,00,00,000);**
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act **(During the year, there was no dividend paid);**
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; **(During the year, this clause is not applicable as there was no dividend);**
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

P.S.R MURTHY
PRACTICING COMPANY SECRETARY
C.P. 13090

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; **(The Auditors are appointed by the Comptroller and Auditor General of India);**
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under various provisions of the Act; **(During the year there were no transactions which require approvals from Regional Director, Court, Tribunal or such other authorities);**
15. acceptance/ renewal/ repayment of deposits; **(During the year, the Company did not invite any deposits);**
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. **(During the year, there was no alteration).**

 <p>Station: New Delhi Date: 18th October 2024</p>	<p>SREERAMA MURTHY PENDYALA</p> <p>Digitally signed by SREERAMA MURTHY PENDYALA Date: 2024.10.18 18:06:20 +05'30'</p> <p>(P.S.R. Murthy) A-5880 C.P.13090 Peer Review Cert No.1134/2021 UDIN A005880F001631900</p>
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