

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting 01/2022-23 (“EGM 01/2022-23”) of Apraava Energy Private Limited (formerly known as CLP India Private Limited) will be held on Tuesday, 20 December 2022, 10.00 a.m. at the Corporate Office of the Company at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, to transact the following special business:

- 1. To consider and approve amendment of the Articles of Association of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

*“RESOLVED THAT pursuant to the provisions of Sections 5, 14, 15 of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 and such other approvals and permissions, if any and to the extent required, the existing set of regulations of the Articles of Association of the Company be and are hereby substituted with the new set of regulations of the Articles of Association, as circulated along with this Resolution, and that the said new set of regulations of the Articles of Association, be and are hereby approved and adopted as the new set of regulations of the Articles of Association of the Company, with effect from the Completion Date (as defined under the Restated Shareholders Agreement dated 12 July 2022 entered between CLP GPEC (Mauritius) Holdings Limited, CDPQ Infrastructures Asia II Pte. Ltd. and the Company **AND THAT** the Company Secretary of the Company be and is hereby authorised to notify the Completion Date vide a notice to the Board of Directors based on the Completion Date as notified by the Buyer and the Seller to the Company;*

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard.”

By order of the Board of Directors of
Apraava Energy Private Limited
(formerly known as CLP India Private Limited)

Mitesh Trivedi
Company Secretary
Membership No. A11921

Date: 09 December 2022
Place: Ahmedabad

Registered Office:
6th Floor, Chanakya Building
Off. Ashram Road, Ahmedabad 380 009

Apraava Energy Private Limited (formerly known as, CLP India Private Limited)

Corporate Office:

7th Floor, Fulcrum, Sahar Road,
Andheri (East), Mumbai 400 099
T: +91 22 6758 8888 **F:** +91 22 6758 8811/8833
W: www.clpgroup.com, www.apraava.com

Registered Office:

6th Floor, Chanakya, Off Ashram Road,
Ahmedabad 380 009
T: +91 79 2658 5969 **F:** +91 79 2658 3254
CIN No.: U40100GJ1992PTC018284

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (Ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument appointing proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 (Forty-Eight) hours before commencement of this EGM of the Company.
3. This EGM is being convened and held at a shorter notice than the statutory required minimum of twenty-one clear days. Pursuant to proviso to Section 101(1) of the Act, an EGM may be called after giving a shorter notice, if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote thereat. The Company has, accordingly, received the consents from all its Members, to hold the EGM at a shorter notice.
4. Pursuant to Article 11.4(b) of the Articles of Association of the Company, unless otherwise decided by the Company, at every general meeting of the shareholders, all questions arising at the said meeting are required to be decided by way of a poll in accordance with the provisions of the Companies Act, 2013 (the “Act”). If the shareholders waive their right as aforesaid, the voting on all matters arising at the said meeting will be done by way of a show of hands.
5. A statement setting out the material facts relating to the item of Special Business pursuant to Section 102 of the Act is enclosed.
6. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the EGM.
7. All documents specifically stated to be open for inspection in the Explanatory Statement, if any, are open for inspection at the Registered Office and Corporate Office of the Company during the business hours on all working days up to the date of the EGM. Such documents shall also be available for inspection at the venue till the conclusion of the EGM.
8. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
9. A route map to the venue of the EGM is also annexed to this Notice, alongwith a Proxy Form and Attendance Slip.

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1

The existing set of regulations of the Articles of Association of the Company (the “**Articles**”) are in conformity with the Shareholders Agreement dated 13 September 2018, entered into between CDPQ Infrastructures Asia II Pte. Ltd. (“**CDPQ**”), CLP GPEC (Mauritius) Holdings Limited (“**CLP**”) and the Company (“**SHA**”). CLP and CDPQ have executed a Sale and Purchase Agreement dated 12 July 2022 (“**SPA**”), pursuant to which 10% of the paid-up share capital of the Company, aggregating 284,269,161 equity shares, would be transferred from CLP to CDPQ, with effect from the Completion Date (as defined in the Restated Shareholders Agreement dated 12 July 2022, entered between CDPQ, CLP and the Company (“**Restated SHA**”). Consequent upon the transfer of the equity shares as aforesaid, both CLP and CDPQ would own 50% each of the equity share capital of the Company. In view of the revised understanding of both the shareholders with respect to administration and management of the Company as more specifically and elaborately captured in the Restated SHA, it is proposed to amend the existing set of regulations of the Articles and substitute the same in entirety with the new set of regulations of Articles, with effect from the Completion Date, as may be notified by the Company Secretary of the Company vide a notice to the Board of Directors based on the Completion Date as notified by the Buyer and the Seller to the Company.

In terms of Section 14 of the Companies Act, 2013, read with Rules made thereunder, a company may alter its Articles or adopt a new set of regulations of the Articles after obtaining the approval of its Members by way of a Special Resolution.

The Board commends the aforesaid Resolution set out at Item No. 1 of the Notice as a Special Resolution for approval by the Members.

None of the Directors of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except as may be deemed to be interested in terms of their employment with CLP, CDPQ or the Company.

By order of the Board of Directors of
Apraava Energy Private Limited
(formerly known as CLP India Private Limited)

Mitesh Trivedi
Company Secretary
Membership No. A11921

Date: 09 December 2022
Place: Ahmedabad

Registered Office:
6th Floor, Chanakya Building
Off. Ashram Road
Ahmedabad 380 009

FORM NO. MGT. 11

PROXY FORM

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of
the Companies (Management and Administration) Rules, 2014]**

CIN: U40100GJ1992PTC018284

Name of the company: Apraava Energy Private Limited
(formerly known as CLP India Private Limited)

Registered office: 6th Floor, Chanakya Building, Off. Ashram Road, Ahmedabad 380 009

Name of the member: _____

Registered address: _____

E-mail Id: _____

Folio No/Client Id: _____

DP ID: _____

I / We, being Member(s) of _____ equity share of the above-named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature: _____ . or failing him

2. Name:
Address:
E-mail Id:
Signature: _____ . or failing him

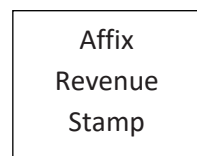
3. Name:
Address:
E-mail Id:
Signature: _____ . or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting 01/2022-23 of the Company, to be held on Tuesday, 20 December 2022 at 10.00 a.m. at the Corporate Office of the Company at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099 and at any adjournment thereof in respect of such resolution, as indicated below:

| Sr. No. | Resolution | For | Against |
|---------|--|-----|---------|
| 1. | To consider and approve amendment of the Articles of Association of the Company. | | |

Signed this ____ day of _____ 2022

Signature of shareholder:



Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

Extraordinary General Meeting 01/2022-23 of Apraava Energy Private Limited
(formerly known as CLP India Private Limited) held on
Tuesday, 20 December 2022 at 10.00 a.m.

| | |
|---|---|
| Registered Folio No. /DP & Client ID No. | : |
| Name of Shareholder / Authorised Representative | : |
| Name of Joint holder(s) if any | : |
| Registered Address | : |
| No. of. Shares held | : |

I/We certify that I/We am/are Member(s)/proxy for the Member(s) of the Company.

I/We hereby record my/our presence at the Extraordinary General Meeting 01/2022-23 of the Company being held on Tuesday, 20 December 2022 at 10.00 a.m. at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099.

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s), if any

Date:

Place:

ROUTE MAP FROM INTERNATIONAL AIRPORT, MUMBAI

