APRAAVA ENERGY

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting 02/2022-23 ("EGM 02/2022-23") of Apraava Energy Private Limited (formerly known as CLP India Private Limited) will be held on Thursday, 19 January 2023 at 02:00 p.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 the shifting of registered office of the Company from the State of Gujarat to the National Capital Territory of Delhi and consequent alteration of the Memorandum 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 section 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the confirmation of the Regional Director, the consent of the Members of the Company be and is hereby accorded to shift the registered office of the Company from the "State of Gujarat" to the "National Capital Territory of Delhi";*

   ***RESOLVED FURTHER THAT** pursuant to the provisions of section 12(2) and other applicable provisions, if any, of the Companies Act, 2013 and subject to the aforesaid confirmation of the Regional Director, Clause II of the Memorandum of Association of the Company, in so far as it relates to the situation of the registered office be substituted by the following:*

   II. The registered office of the Company will be situated in the National Capital Territory of Delhi.

   ***RESOLVED FURTHER THAT** for giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of 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: 12 January 2023
Place: Mumbai

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

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 12.4(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 Company's standalone projects are located in the areas of Gujarat and Telangana, while those of its subsidiaries are now pan India, spanning the states of Haryana, Rajasthan, Madhya Pradesh, Maharashtra, Assam, Manipur, Nagaland, Karnataka and Tamil Nadu. The registered office of the Company is currently situated in the State of Gujarat. The Management believes that shifting the registered office of the Company to the National Capital Territory ("**NCT**") of Delhi, being the political capital of India (with the current base of the corporate office in Mumbai, being the financial capital of India) would aid and facilitate Apraava Energy group's ambitious growth plan. Many activities, including collaborating with various ministries, government agencies etc., having their nodal agencies in Delhi, become speedier and more efficient. Besides, security documentation with lenders, debenture trustees etc., while achieving financial closure for the Sidhpur project and future projects, being implemented by the Company / its subsidiaries, is logistically easier if the Company's office is located in Delhi.

Further, the registered office of certain group companies are already situated in Delhi and shifting the registered office of the Company to Delhi too would help achieve enhanced operational as well as administrative synergies. Accordingly, it is proposed to shift the registered office from the State of Gujarat to the NCT of Delhi.

Consequent to the proposed change, Clause II of the Memorandum of Association of the Company, in so far as it relates to the situation of the registered office, is proposed to be substituted as follows:

II. The registered office of the Company will be situated in the National Capital Territory of Delhi.

In terms of the requirements of Sections 12 and 13 of the Companies Act, 2013 (the "**Act**") read with the Rules made thereunder, shifting of the registered office of the Company from one state to another and consequent alteration of the Memorandum of Association of the Company requires approval of the Members by way of a Special Resolution. Further, in terms of Section 13(4) of the Act read with Rules made thereunder, confirmation of the Regional Director will also be required for the proposed alteration of the Memorandum of Association of the Company.

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.

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: 12 January 2023
Place: Mumbai

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

APRAAVA ENERGY

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 02/2022-23 of the Company, to be held on Thursday, 19 January 2023 at 02:00 p.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 the shifting of registered office of the Company from the State of Gujarat to National Capital Territory of Delhi and consequent alteration of the Memorandum of Association of the Company.		

Signed this ____ day of _____ 2023

Affix Revenue Stamp

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.

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ATTENDANCE SLIP

Extraordinary General Meeting 02/2022-23 of Apraava Energy Private Limited (formerly known as CLP India Private Limited) held on Thursday, 19 January 2023 at 02:00 p.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 02/2022-23 of the Company being held on Thursday, 19 January 2023 at 02:00 p.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:

APRAAVA ENERGY

ROUTE MAP FROM INTERNATIONAL AIRPORT, MUMBAI