APRAAVA
ENERGY

NOTICE

NOTICE is hereby given that the 02/2023-24 Extraordinary General Meeting ("EGM") of Apraava Energy Private Limited on the requisition of CDPQ Infrastructures Asia II Pte. Ltd. ("CDPQ"), which holds 50% of the share capital of the Company, will be held at shorter notice on Thursday, 30 November 2023, at 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 business:

SPECIAL BUSINESS:

1. **To consider and approve removal of Mr. Cyril Cabanes (DIN: 07692696) as a Director, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

   *"**RESOLVED** **THAT**, Mr. Cyril Cabanes, Director of the Company, be and is hereby removed from the directorship on the Board of Directors of the Company;*

   ***RESOLVED FURTHER THAT**, each of the other Directors of the Company and the Company Secretary of the Company, jointly and severally, are hereby authorized to do all such acts, deeds and things as may be necessary or incidental to give effect to the foregoing resolution, including filing the necessary forms with the jurisdictional Registrar of Companies."*

By order of the Board of Directors of
Apraava Energy Private Limited

Apraava Energy Private Limited

Mitesh Trivedi
Company Secretary
Membership No. A11921

Date: 24 November 2023
Place: Mumbai

Registered Office:
T-15A, Third Floor, Salcon Rasvilas
Saket, New Delhi, India 110 017

NOTES:

1. The Board of Directors, vide Circular Resolution approved on 24 November 2023, have approved the convening of the Extraordinary General Meeting ("EGM") and the issue of the Notice of the said meeting. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business as set out in the Notice is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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.

3. 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.

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. 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.

6. The Special Notice and Requisition dated 20 November 2023 received from CDPQ as mentioned in the Explanatory Statement and other 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.

7. 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.

8. A route map to the venue of the EGM is also annexed to this Notice, alongwith a Proxy Form and Attendance Slip.

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ANNEXURE TO THE NOTICE

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

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), given hereunder sets out material facts relating to the special business mentioned at Item No. 1 of the accompanying Notice dated 20 November 2023:

Item No. 1

CDPQ Infrastructures Asia II Pte. Ltd. ("CDPQ") holds 1,421,345,806 equity shares equivalent to 50% of the Company's voting capital. CDPQ has, pursuant to the legal rights vested in them as a Shareholder as per Clause 7.3 of the Restated Shareholders Agreement dated 12 July 2022 executed by CLP GPEC (Mauritius) Holdings Limited, CDPQ and the Company ("Restated SHA"), Clauses 14.2(i) & 14.2(j) of the Articles of Association of the Company and Section 169(2) of the Companies Act, 2013 and Rules made thereunder ("the Act"), issued Notice for removal of nominee director, viz., Mr. Cyril Cabanes, dated 20 November 2023 and requisitioned to convene an Extraordinary General Meeting ("EGM") to consider and if thought fit, pass an Ordinary Resolution for removal of Mr. Cabanes as a Director.

Mr. Cyril Cabanes is currently the Director on the Board of the Company ("the Board"). He was appointed as a Director of the Company by the Shareholders at the EGM held on 11 December 2018 pursuant to the nomination received from CDPQ.

The Board of Directors of the Company would like to clarify that a copy of the Special Notice issued by the CDPQ is annexed with this Notice with a view to provide the relevant background concerning Item No. 1 of Special business to be transacted at the EGM. Consequently, the Company, the Board of Directors of the Company and its officers do not take any responsibility for the same.

Other than Mr. Cabanes, none of the other Directors or the Chief Financial Officer or the Company Secretary of the Company or their respective relatives are interested in Item No. 1 of the Notice.

By order of the Board of Directors of
Apraava Energy Private Limited

Apraava Energy Private Limited

Mitesh Trivedi
Company Secretary
Membership No. A11921

Date: 24 November 2023
Place: Mumbai

Registered Office:
T-15A, Third Floor, Salcon Rasvilas
Saket, New Delhi, India 110 017

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: U40100DL1992PTC416841
Name of the company: Apraava Energy Private Limited
Registered office: T-15 A, Third Floor, Salcon Rasvilas, Saket, New Delhi, India 110 017

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 02/2023-24 of the Company, to be held at a shorter notice on Thursday, 30 November 2023, at 10:00 a.m. at the corporate office of the Company situated 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 removal of Mr. Cyril Cabanes (DIN: 07692696) as a Director, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.		

Signed this ___ day of November 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.

APRAAVA ENERGY

ATTENDANCE SLIP

Extraordinary General Meeting 02/2023-24 of Apraava Energy Private Limited held at a shorter notice on Thursday, 30 November 2023, 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 02/2023-24 of the Company being held at shorter notice on Thursday, 30 November 2023 at shorter notice, at 10:00 a.m. at the Corporate Office of the Company situated at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099.

_____

Signature of First holder/Proxy/Authorized Representative

_____

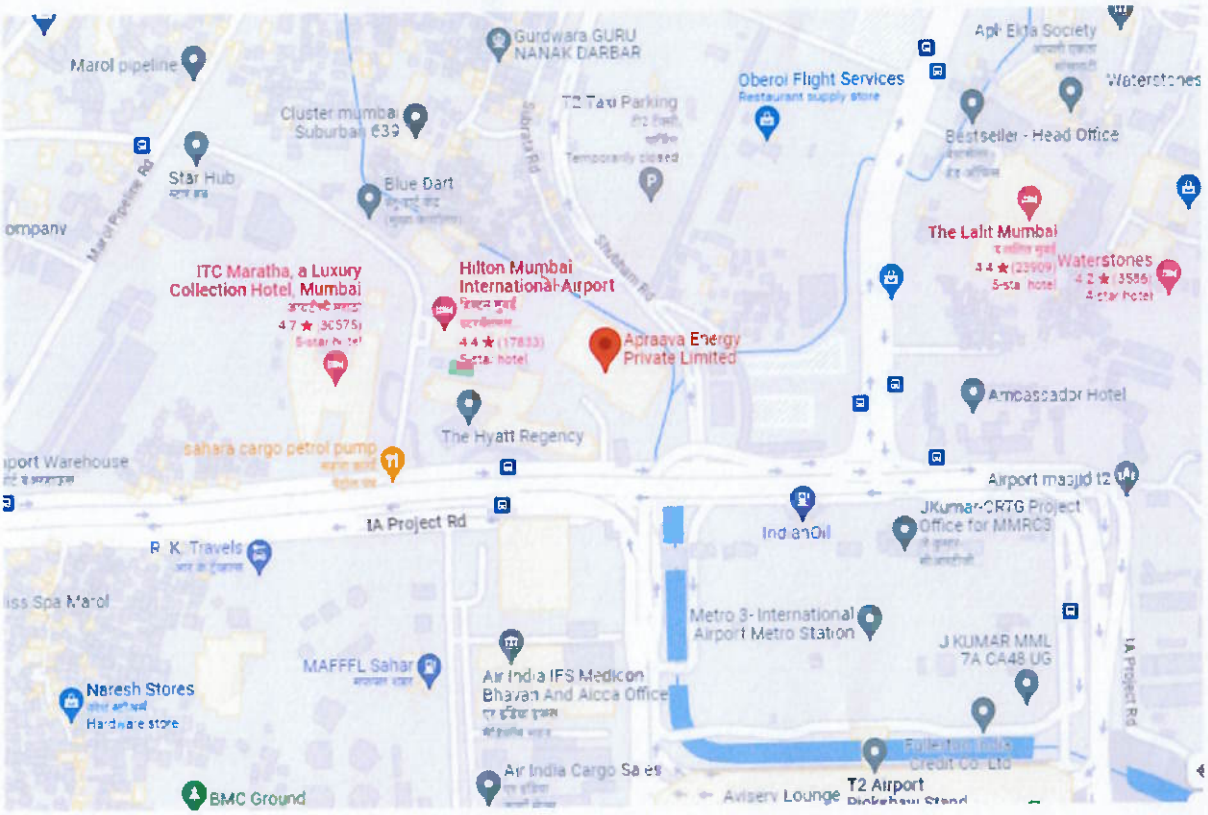
Signature of Joint holder(s), if any

Date:

Place:

APRAAVA ENERGY

ROUTE MAP FROM INTERNATIONAL AIRPORT, MUMBAI



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Annexure

Date: 20 November 2023

From:
CDPQ Infrastructures Asia II Pte. Ltd.
1 Raffles Quay, #39-01
Singapore, 048583

To:
Board of Directors,
Apraava Energy Private Limited
7th Floor, Fulcrum, Sahar Road
Andheri (East),
Mumbai – 400 099, India

Dear Sir(s),

Subject: Special Notice for removal of a director under Section 169(2) of the (Indian) Companies Act, 2013.

We are a member of Apraava Energy Private Limited ("**Company**"), holding equity shares of the Company constituting 50% of the total paid up equity share capital of the Company.

Pursuant to Section 169(2) of the (Indian) Companies Act, 2013, we hereby give you special notice, in accordance with Section 115 of the (Indian) Companies Act, 2013 read with rules thereunder, to convene an extraordinary general meeting of the members of the Company at the earliest date permissible under the (Indian) Companies Act, 2013, to pass the following resolutions as an ordinary resolution of the shareholders of the Company for removal of Mr. Cyril Cabanes as a director from the board of directors of the Company.

> *"**RESOLVED THAT**, Mr. Cyril Cabanes, director of the Company, be and is hereby removed from the directorship on the board of directors of the Company;*
>
> ***RESOLVED FURTHER THAT**, each of the other directors of the Company and the company secretary of the Company, jointly and severally, are hereby authorized to do all such acts, deeds and things as may be necessary or incidental to give effect to the foregoing resolution, including filing the necessary forms with the jurisdictional Registrar of Companies."*

We are hereby enclosing a copy of our e-PAN for identification purposes.

We request you to convene an extraordinary general meeting of the Company at the earliest permissible under the (Indian) Companies Act, 2013 in relation to the above and take all necessary actions in this regard.

Thank you.

For CDPQ Infrastructures Asia II Pte. Ltd.

Leong Wai Leng

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Director

Philippe Wind

Director