

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]



सत्यमेव जयते

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

U40100DL1992PTC416841

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACG7999P

(ii) (a) Name of the company

APRAAVA ENERGY PRIVATE LTD

(b) Registered office address

T-15 A, Third Floor, Salcon Rasvilas Saket, New Delhi Saket
(South Delhi)
New Delhi
South Delhi
Delhi
110017

(c) *e-mail ID of the company

mitesh.trivedi@apraava.com

(d) *Telephone number with STD code

02267588888

(e) Website

https://www.apraava.com/

(iii) Date of Incorporation

14/09/1992

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

Scheduled to be held on 22 July 2024

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

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	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

19

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	JHAJJAR POWER LIMITED	U40104DL2008PLC374107	Subsidiary	100
2	APRAAVA RENEWABLE ENERGY PRIVATE LIMITED	U40106DL2008PTC241157	Subsidiary	100
3	APRAAVA WIND ENERGY (KHAMMAM) PRIVATE LIMITED	U29100MH2005PTC154946	Subsidiary	100
4	GALE SOLARFARMS LIMITED	U40106DL2015PLC415125	Subsidiary	100
5	TORNADO SOLARFARMS LIMITED	U40300DL2015PLC414729	Subsidiary	100
6	SATPURA TRANSCO PRIVATE LIMITED	U45209GJ2013PTC074988	Subsidiary	100
7	CLEANSOLAR RENEWABLE ENERGY PRIVATE LIMITED	U40108DL2013PTC426658	Subsidiary	100
8	DIVINE SOLREN PRIVATE LIMITED	U74120DL2015PTC428371	Subsidiary	100

9	APRAAVA WIND ENERGY (THEI +)	U40100GJ2010PTC059347	Subsidiary	100
10	KOHIMA-MARIANI TRANSMISS +	U40102DL2016PLC403233	Subsidiary	74
11	APRAAVA SMART METER PRIVA +	U35109DL2023PTC410412	Subsidiary	100
12	APRAAVA PASCHIM SMART ME +	U35109DL2023PTC410418	Subsidiary	100
13	APRAAVA KUTCH-SAURASHTR +	U35109DL2023PTC412571	Subsidiary	100
14	APRAAVA BHOPAL SMART ME +	U35109DL2023PTC417434	Subsidiary	90
15	FATEHGARH III TRANSMISSION +	U74999DL2022PLC398531	Subsidiary	100
16	FATEHGARH IV TRANSMISSION +	U40106DL2022PLC399699	Subsidiary	100
17	APRAAVA KOLKATA SMART MI +	U35109DL2024PTC425505	Subsidiary	100
18	KARERA POWER TRANSMISSIO +	U42202DL2023PLC415691	Subsidiary	100
19	APRAAVA SHIMLA SMART MET +	U35109DL2024PTC428344	Subsidiary	100

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	3,505,500,000	2,842,691,612	2,842,691,612	2,842,691,612
Total amount of equity shares (in Rupees)	35,055,000,000	28,426,916,120	28,426,916,120	28,426,916,120

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	3,505,500,000	2,842,691,612	2,842,691,612	2,842,691,612
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	35,055,000,000	28,426,916,120	28,426,916,120	28,426,916,120

(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)	0	0		

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	2,842,691,628	2,842,691,628	28,426,916	28,426,916	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
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 						
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	
At the end of the year	0	2,842,691,6	2842691612	28,426,916,	28,426,916	
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	
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	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

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			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor	
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Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee	
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Transferee's Name			
	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

4,141,667,653

(ii) Net worth of the Company

65,801,274,563

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	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)	2,842,691,612	100	0	
10.	Others Not Applicable	0	0	0	
	Total	2,842,691,612	100	0	0

Total number of shareholders (promoters)

3

(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 Not Applicable	0	0	0	

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

0

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

3

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	3	3
Members (other than promoters)	0	0
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	0	0	0	0	0
B. Non-Promoter	1	5	1	3	0	0
(i) Non-Independent	1	5	1	3	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	1	5	1	3	0	0

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

5

(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)
Mr. Richard Lancaster	06603657	Director	0	
Mr. Rajiv Ranjan Mishr	00131207	Managing Director	0	
Mr. David Simmonds	08295990	Director	0	
Mr. B.S. Shantharaju	00068501	Director	0	
Mr. Samir Ashta	AAAPA1381N	CFO	0	

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

2

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)
Mr. Saurabh Agarwa	06518876	Director	19/07/2023	Cessation
Mr. Cyril Cabanes	07692696	Director	30/11/2023	Cessation

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

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	11/08/2023	3	3	100
Extraordinary General Meet	27/10/2023	3	3	100
Extraordinary General Meet	30/11/2023	3	3	100
Extraordinary General Meet	21/03/2024	3	3	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/06/2023	6	5	83.33
2	14/08/2023	5	5	100
3	29/09/2023	5	4	80
4	30/11/2023	4	4	100
5	26/03/2024	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

25

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	Corporate Soc	28/06/2023	4	4	100
2	Corporate Soc	21/03/2024	3	3	100
3	Audit Committ	26/06/2023	4	3	75
4	Audit Committ	29/11/2023	3	3	100
5	Audit Committ	21/03/2024	3	2	66.67
6	Risk Managem	26/06/2023	4	3	75
7	Risk Managem	29/11/2023	3	3	100
8	Risk Managem	21/03/2024	3	3	100
9	Nomination an	24/07/2023	3	3	100
10	Nomination an	29/02/2024	3	3	100

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	
								(Y/N/NA)
1	Mr. Richard La	5	5	100	5	4	80	

2	Mr. Rajiv Ranj	5	5	100	22	22	100	
3	Mr. David Sim	5	5	100	25	18	72	
4	Mr. B.S. Shan	5	5	100	17	16	94.12	

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajiv Ranjan Mishra	Managing Director	118,473,635	0	0	0	118,473,635
	Total		118,473,635	0	0	0	118,473,635

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Samir Ashta	Chief Financial Officer	44,041,302	0	0	0	44,041,302
	Total		44,041,302	0	0	0	44,041,302

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
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(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

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number

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.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

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:

- 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.
- 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

DIN of the director

00131207

To be digitally signed by

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

11921

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

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

IX. (C) – COMMITTEE MEETINGS

Sr. 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.	Finance & Treasury Committee	10/04/2023	4	3	75
2.	Finance & Treasury Committee	18/04/2023	4	3	75
3.	Finance & Treasury Committee	09/05/2023	4	2	50
4.	Finance & Treasury Committee	25/05/2023	4	3	75
5.	Finance & Treasury Committee	16/06/2023	4	3	75
6.	Finance & Treasury Committee	28/07/2023	3	2	66.67
7.	Finance & Treasury Committee	06/10/2023	3	2	66.67
8.	Finance & Treasury Committee	26/10/2023	3	3	100
9.	Finance & Treasury Committee	23/11/2023	3	3	100
10.	Finance & Treasury Committee	14/12/2023	3	3	100
11.	Finance & Treasury Committee	11/01/2024	3	3	100
12.	Finance & Treasury Committee	31/01/2024	3	2	66.67
13.	Finance & Treasury Committee	09/02/2024	3	2	66.67
14.	Finance & Treasury Committee	08/03/2024	3	3	100
15.	Finance & Treasury Committee	28/03/2024	3	2	66.67

Shareholding pattern of Apraava Energy Private Limited as on 31 March 2024

Sr. No.	Name of Shareholders	Number of equity shares of face value INR 10/- each	Percentage of Holding
1	CLP GPEC (Mauritius) Holdings Limited	1,421,345,805	50%
2	China Light (Mauritius) Limited *	1	-
3	CDPQ Infrastructures Asia II Pte. Ltd.	1,421,345,806	50%
	TOTAL	2,842,691,612	100%

* (as a nominee of CLP GPEC (Mauritius) Holdings Limited)

For Apraava Energy Private Limited

Mitesh Trivedi
Company Secretary
Membership No. A11921

Date: 20 June 2024
Place: Mumbai

Apraava Energy Private Limited

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Andheri (East), International Airport, Mumbai 400 099
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W: www.apraava.com

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CIN No.: U40100DL1992PTC416841