

NOTICE

NOTICE is hereby given that Extraordinary General Meeting 01/2024-25 ("EGM") of Apraava Energy Private Limited (the "**Company**") will be held at a shorter notice on Friday, 27 September 2024, at 10:00 a.m., at the corporate office of the Company situated at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, India, to transact the following businesses:

SPECIAL BUSINESS

1. To consider and approve the Scheme of Amalgamation of Cleansolar Renewable Energy Private Limited ("**Amalgamating Company 1**") and Divine Solren Private Limited ("**Amalgamating Company 2**") with and into Apraava Energy Private Limited ("**Amalgamated Company**" / the "**Company**") and their respective Shareholders and Creditors under Section 233 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 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 applicable provisions of Section 233 of the Companies Act, 2013 (the "**Act**"), the Memorandum of Association and Articles of Association of the Company and Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016 (the "**Rules**") (including any statutory modifications and amendments made thereto for the time being in force) and all other applicable provisions, if any, of the Act and the Rules and subject to the requisite approval of the Creditors of the Company and the sanction by the Hon'ble Regional Director (Northern Region), the Ministry of Corporate Affairs or such other competent authority, as may be applicable, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Regional Director (Northern Region), the Ministry of Corporate Affairs or such other competent authority, as may be applicable, the Scheme of Amalgamation of Cleansolar Renewable Energy Private Limited ("**Amalgamating Company 1**") and Divine Solren Private Limited ("**Amalgamating Company 2**") with and into Apraava Energy Private Limited ("**Amalgamated Company**") and their respective Shareholders and Creditors (the "**Scheme**"), in relation to merger and amalgamation of Amalgamating Company 1 and Amalgamating Company 2 with and into the Amalgamated Company on going concern basis, as embodied in the Scheme with effect from the Appointed Date ("**01 April 2024**"), in terms of the draft circulated along with the resolution and also laid before the Meeting and initialled by the Chairperson for the purpose of identification, be and is hereby approved;*

Apraava Energy 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.apraava.com

Registered Office:

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

T: +91 11 6612 0700 **F:** +91 11 6612 0777

CIN No.: U40100DL1992PTC416841

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary, expedient or desirable for the purpose of giving effect to this resolution, including to finalise, execute, sign, stamp, seal and deliver all documents, agreements (including amendments thereto) and to furnish a certified true copy of this resolution to all such persons / authorities as may be necessary, from time to time."

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




Mitesh Trivedi
Company Secretary
Membership No. A11921

Date: 13 September 2024
Place: Mumbai

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

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 Companies Act, 2013 (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 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 to be 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. Route map to the venue of the AGM is also annexed to this Notice, along with a Proxy Form and Attendance Slip.
10. Ms. Hetal Shah, Partner, Nilesh Shah & Associates, Practising Company Secretaries, having FCS 8063 and C.P. 8964 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting through poll in a fair and transparent manner.

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

Item No. 1

The Scheme of Amalgamation of Cleansolar Renewable Energy Private Limited ("Amalgamating Company 1") and Divine Solren Private Limited ("Amalgamating Company 2") (collectively "Amalgamating Companies") with and into Apraava Energy Private Limited ("Amalgamated Company" / the "Company") and their respective Shareholders and Creditors (the "Scheme") was approved by the Board of Directors of the Amalgamating Companies and the Amalgamated Company on 27 June 2024.

The Company has served notices in Form CAA-9, along with the proposed Scheme with the Registrar of Companies, New Delhi ("ROC") and Official Liquidator, New Delhi ("OL") and the Hon'ble Regional Director (Northern Region) ("RD") by respective letters dated 01 July 2024, seeking objections and / or suggestions to the said Scheme as required under section 233(1)(a) of the Companies Act, 2013 (the "Act") read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "Rules"), made thereunder. A physical copy of Form CAA-9 has also been submitted on 04 July 2024 with the RD. The Company received approval of the form CAA-9 submitted in e-form GNL-1 dated 01 July 2024 on 11 July 2024.

This statement is being furnished as required under Sections 233 and 102 of the Act, read with the Rules.

1. Details of the Amalgamating Companies:

i) Amalgamating Company 1: Cleansolar Renewable Energy Private Limited

Name of the Company	Cleansolar Renewable Energy Private Limited
Corporate Identification Number (CIN)	U40108DL2013PTC426658
PAN	AAFCC4975N
Date of Incorporation	03 December 2013
Type of Company	Private Limited Company
Registered Office of the Company and E-mail ID	T-15 A, Third Floor, Salcon Rasvilas, Saket, New Delhi, India, 110 017 Email: shivangi.rajpopat@apraava.com

Summary of Main objects as per the Memorandum of Association (MOA)	a) To carry on the business as a producer and distributor of solar power by using solar cells, photo voltaic cells, wafers, photo voltaic solar modules, Photo voltaic solar system / sub system, tracked or fixed tilt, concentrated solar power or any other comparable technology in renewable space including hybrid and storage configurations and integrating them to harness solar energy and create connectivity to electrical grid for evacuation and distribution. b) To carry on the business of and to act as solar energy consultants, as engineers for designing and constructing solar plants, provide engineering, Procurement and Construction services, undertake development of solar technology, act as contractors, system integrators, implementers and to undertake projects related to solar energy, carry research and development and to provide infrastructural facilities for implementation of renewable energy projects.
Other Details of the Company	Cleansolar Renewable Energy Private Limited is a wholly-owned subsidiary company of Apraava Energy Private Limited and was incorporated on 03 December 2013, under the provisions of the Companies Act, 1956 (1 of 1956).
Details of Change of Registered office of the Company during the last five years	The Company has changed its registered office as under: (i) from Maharashtra (Mahindra Towers, Dr. G. M. Bhosale Marg, P. K. Kurne Chowk, Worli, Mumbai 400 018 to Maharashtra (7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099) with effect from 30 March 2020; and (ii) from Maharashtra (7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099) to National Capital Territory of Delhi (T-15 A, Third Floor, Salcon Rasvilas, Saket, New Delhi, India, 110 017) pursuant to an order of the Regional Director (Western Region) dated 02 January 2024 with effect 12 February 2024.
Authorized Capital	Authorised Share Capital of the Company is INR 9,70,00,000 (Rupees Nine Crores Seventy Lakhs Only) divided into 97,00,000 (Ninety-

	Seven Lakh Only) equity shares of face value of INR 10 each.
Issued, Subscribed and Paid-up Capital	Issued, Subscribed and Paid-up Capital is INR 9,62,30,000 (Rupees Nine Crore Sixty-Two Lakhs and Thirty Thousand Only) divided into 96,23,000 (Ninety-Six Lakhs Twenty-Three Thousand Only) equity shares of face value of INR 10 each.
Name of the Promoters and Directors alongwith their addresses	<u>Promoter</u> Apraava Energy Private Limited Address: T-15 A, Third Floor, Salcon Rasvilas, Saket, New Delhi, India, 110 017 <u>Directors</u> 1. Ms. Sudipta Ghosh, Director DIN: 08785135 Address: Flat No.21, Floor No. 1, Valencia CHS, Juhu Tara Road, Near Ajanta Hotel, Andheri (West) Mumbai 400 049 2. Mr. Durga Ravinuthala, Director DIN: 08962350 Address: H. No- 12/103, Mangapuram Colony, Moulali, Near Saibaba temple, Secunderabad, Hyderabad, Telangana 500 040 3. Mr. Mithun Gole, Director DIN: 07662587 Address: A-902, N. G. Complex, Off Marol Military Road, Marol, Near Ashoknagar, Mumbai Sakinaka 400 072 4. Mr. Sunil Jain, Director DIN: 10618997 Address: 9, Sardar Patel Colony, Naranpura Ahmedabad, Navjivan Gujarat 380 014

ii) Amalgamating Company 2: Divine Solren Private Limited

Name of the Company	Divine Solren Private Limited
Corporate Identification Number (CIN)	U74120DL2015PTC428371
PAN	AAFCD3347R
Date of Incorporation	08 May 2015
Type of Company	Private Limited Company
Registered Office of	T-15 A, Third Floor, Salcon Rasvilas, Saket, New Delhi,

the Company and E-mail ID	India, 110 017 email: shivangi.rajpopat@apraava.com
Main objects as per the Memorandum of Association (MOA)	a) To carry on the business as a producer and distributor of solar power by using solar cells, photo voltaic cells, wafers, photo voltaic solar modules, Photo voltaic solar system / sub system, tracked or fixed tilt, concentrated solar power or any other comparable technology in renewable space including hybrid and storage configurations and integrating them to harness solar energy and create connectivity to electrical grid for evacuation and distribution. b) To carry on the business of and to act as solar energy consultants, as engineers for designing and constructing solar plants, provide engineering, Procurement and Construction services, undertake development of solar technology, act as contractors, system integrators, implementers and to undertake projects related to solar energy, carry research and development and to provide infrastructural facilities for implementation of renewable energy projects.
Other details of the Company	Divine Solren Private Limited is a wholly-owned subsidiary of Apraava Energy Private Limited and was incorporated as Divine Solren Private Limited on 08 May 2015 under the provisions of the Companies Act, 2013.
Details of Change of Registered office of the Company during the last five years	The Company has changed its registered office as under: (i) from Maharashtra (Mahindra Towers, Dr. G. M. Bhosale Marg, P. K. Kurne Chowk, Worli, Mumbai 400 018 to Maharashtra (7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099) with effect from 16 April 2020; and (ii) from Maharashtra (7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099) to National Capital Territory of Delhi (T-15 A, Third Floor, Salcon Rasvilas, Saket, New Delhi, India, 110 017) pursuant to an order of the Regional Director (Western Region) dated 29 January 2024 with effect from 14 March 2024.
Authorized Capital	Authorised Share Capital of the Company is INR 16,90,00,000 (Rupees Sixteen Crore Ninety Lakh Only) divided into 1,69,00,000 (One Crore Sixty-Nine Lakh Only) equity shares of face value of INR 10 each.
Issued, Subscribed and Paid-up capital	Issued, Subscribed and Paid-up Capital is INR 12,08,00,000 (Rupees Twelve Crore and Eight Lakh

	Only) divided into 1,20,80,000 (One Crore Twenty Lakh and Eighty Thousand Only) equity shares of face value of INR 10 each.
Name of the Promoters and Directors alongwith their addresses	<u>Promoter</u> Apraava Energy Private Limited Address: T-15 A, Third Floor, Salcon Rasvilas, Saket, New Delhi, India, 110 017 <u>Directors</u> 1. Ms. Sudipta Ghosh, Director DIN: 08785135 Address: Flat No.21, Floor No. 1, Valencia CHS, Juhu Tara Road, Near Ajanta Hotel, Andheri (West) Mumbai 400 049 2. Mr. Durga Ravinuthala, Director DIN: 08962350 Address: H. No- 12/103, Mangapuram Colony, Moulali, Near Saibaba temple, Secunderabad, Hyderabad, Telangana 500 040 3. Mr. Mithun Gole, Director DIN: 07662587 Address: A-902, N. G. Complex, Off Marol Military Road, Marol, Near Ashoknagar, Mumbai Sakinaka 400 072 4. Mr. Sunil Jain, Director DIN: 10618997 Address: 9, Sardar Patel Colony, Naranpura Ahmedabad, Navjivan Gujarat 380 014

iii) **Amalgamated Company: - Apraava Energy Private Limited**

Name of the Company	Apraava Energy Private Limited
Corporate Identification Number (CIN)	U40100DL1992PTC416841
PAN	AAACG7999P
Date of Incorporation	14 September 1992
Type of Company	Private Limited Company
Registered Office of	T-15 A, Third Floor, Salcon Rasvilas, Saket, New Delhi,

the Company and E-mail ID	India, 110 017 email: mitesh.trivedi@apraava.com
Main objects as per the Memorandum of Association (MOA)	a) To undertake the business of investing in, developing, operating and managing power and power-related projects in India and expand and grow its business to cover other business opportunities in India from time to time. b) To carry on the business of generation, accumulation, distribution and supply of and to generally deal in electricity. c) To explore, develop, generate, accumulate, supply and distribute or to deal in other forms of energy from any source whatsoever.
Other details of the Company	Apraava Energy Private Limited was incorporated as Gujarat Torrent Energy Corporation Limited under the provisions of the Companies Act, 1956 on 14 September 1992.
Details of Change of Registered office of the Company during the last five years	The Company has changed its registered office from Gujarat (6th Floor, Chanakya, Off. Ashram Road, Ahmedabad, Gujarat 380 009) to National Capital Territory of Delhi (T-15 A, Third Floor, Salcon Rasvilas, Saket, New Delhi, Saket (South Delhi), New Delhi, South Delhi 110 017) pursuant to an order of the Regional Director (North Western Region) dated 26 April 2023 with effect from 10 July 2023.
Authorized Capital	Authorized Share Capital of the Company is INR 35,055,000,000 (Rupees Thirty-Five Billion Fifty-Five Million) divided into 3,505,500,000 (Three Billion Five Hundred and Five Million Five Hundred Thousand Only) equity shares of face value of INR 10/- each.
Issued, Subscribed and Paid-up capital	Issued, Subscribed and Paid-Up Capital is INR 28,426,916,120 (Rupees Twenty-Eight Billion Four Hundred Twenty-Six Million Nine Hundred Sixteen Thousand One Hundred Twenty) divided into 28,42,691,612 (Twenty-Eight Million and Forty-Two Million Six Hundred Ninety-One Thousand Six Hundred Twelve) Equity shares Face value of INR 10/- each.
Name of the Promoters and Directors alongwith their addresses	<u>Promoters</u> The Company is equally held by CLP GPEC (Mauritius) Holdings Limited and CDPQ Infrastructures Asia II Pte. Ltd. There is no single identified promoter of the Company.

	The details of the Shareholders are: CLP GPEC (Mauritius) Holdings Limited Address: Level 3, Alexander House, 35 Cybercity Ebene, Mauritius China Light (Mauritius) Limited (as a nominee of CLP GPEC (Mauritius) Holdings Limited) Address: Level 3, Alexander House, 35 Cybercity Ebene, Mauritius CDPQ Infrastructures Asia II Pte. Ltd. Address: One Raffles Quay, #39-01, Singapore 048583 <u>Directors</u> 1. Mr. Richard Kendall Lancaster, Director DIN: 06603657 Address: Moulinalmond House, PH1 3NW, United Kingdom, Almondbank, Perth 2. Mr. Rajiv Rajan Mishra, Managing Director DIN: 00131207 Address: Flat No. 301, Evita CHSL, Central Avenue, Hiranandani Gardens, Powai, Mumbai 400 076 3. Mr. B S. Shantharaju, Director DIN: 00068501 Address: Villa 270, Adarsh Palm Retreat, Outer Ring Road, Devarabeesana Halli, Bellandur Bangalore 560 103 4. Mr. David Simmonds, Director DIN: 08295990 Address: Flat A2, 5/F Yue Yan Mansion, 96 Pok Fu Lam Road, Pok Fu Lam, Hong Kong
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2. THE FACT AND DETAILS OF ANY RELATIONSHIP SUBSISTING BETWEEN SUCH COMPANIES WHICH ARE PARTIES TO SUCH SCHEME OF COMPROMISE OR ARRANGEMENT, INCLUDING HOLDING, SUBSIDIARY OR OF ASSOCIATE COMPANIES

The Scheme relates to the amalgamation of wholly-owned subsidiaries (i.e., the Amalgamating Company 1 and Amalgamating Company 2) with its holding company (i.e., the Amalgamated Company).

Sr. No.	Name of the Party /Company	Relationship
1	Cleansolar Renewable Energy Private Limited	Wholly-Owned Subsidiary (WOS)/ Amalgamating Company 1
2.	Divine Solren Private Limited	Wholly-Owned Subsidiary (WOS)/ Amalgamating Company 2
3.	Apraava Energy Private Limited	Holding Company/ Amalgamated Company

3. The Board of Directors of the Amalgamating Companies and the Amalgamated Company at their respective Board Meetings held on 27 June 2024, unanimously approved and adopted the proposed Scheme. The details of vote cast by the directors are as under:

Amalgamating Company 1

Sr. No.	Name of the Director	Voted in Favour / Against
1	Ms. Sudipta Ghosh	Favour
2.	Mr. Mithun Gole	Favour
3.	Mr. Durga Ravinuthala	Favour
4.	Mr. Sunil Jain	Favour

Amalgamating Company 2

Sr. No.	Name of the Director	Voted in Favour / Against
1	Ms. Sudipta Ghosh	Favour
2.	Mr. Mithun Gole	Favour
3.	Mr. Durga Ravinuthala	Favour
4.	Mr. Sunil Jain	Favour

Amalgamated Company

Sr. No.	Name of the Director	Voted in Favour / Against
1.	Mr. Richard Lancaster	Favour
2.	Mr. Rajiv Ranjan Mishra	Favour
3.	Mr. B. S. Shantharaju	Favour
4.	Mr. David Simmonds	Favour

4. DISCLOSING DETAILS OF THE SCHEME OF COMPROMISE OR ARRANGEMENT INCLUDING:

a) PARTIES INVOLVED IN SUCH COMPROMISE OR ARRANGEMENT

The Amalgamating Company 1 and Amalgamating Company 2 are wholly owned subsidiaries of the Amalgamated Company. The parties involved in the scheme of amalgamation are the shareholders, creditors, employees, debenture holders and debenture trustees, if any, and all other concerned of both companies.

b) IN CASE OF AMALGAMATION OR MERGER, APPOINTED DATE, EFFECTIVE DATE, AND OTHER CONSIDERATIONS, IF ANY

- **“Appointed Date”** means 01st day of April 2024 or such other date as the Regional Director or any other appropriate authorities may direct.
- **“Effective Date”** means the last of the dates on which the certified true copies of the order of the Regional Director or any other appropriate authorities sanctioning the Scheme is filed with the Registrar of Companies, Delhi, at Delhi by the Amalgamating Companies and the Amalgamated Company. Reference in the Scheme to the date of “Coming into effect of this Scheme” or “Upon the Scheme being effective” shall mean the Effective Date.
- **“Regional Director”** or “RD” means the Regional Director, Northern Region having its office at B-2 Wing, 2nd floor, Pt. Deendayal Antyodaya Bhawan, 2nd floor, CGO Complex, New Delhi 110 003, India.
- **“National Company Law Tribunal”** or “NCLT” means the National Company Law Tribunal, New Delhi Bench, India.
- **“Reserve and Surplus”** means the Reserve & Surplus as per audited financial statements as on 31/03/2024 of Amalgamating Companies and Amalgamated Company.

c) SUMMARY OF VALUATION REPORT (IF APPLICABLE) INCLUDING BASIS OF VALUATION AND FAIRNESS OPINION OF THE REGISTERED VALUER, IF ANY; AND THE DECLARATION THAT THE VALUATION REPORTS IS AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY

The Scheme is by and between wholly-owned subsidiary companies and its holding company and the entire paid-up capital of the Amalgamating Companies, being wholly-owned subsidiaries of the Amalgamated Company, shall stand cancelled. Accordingly, no valuation report is required to be prepared.

d) DETAILS OF CAPITAL OR DEBT RESTRUCTURING, IF ANY

The entire paid-up capital of the Amalgamating Companies shall stand cancelled upon the Scheme becoming effective, as the Amalgamating Companies are wholly-owned subsidiaries of the Amalgamated Company. Apart from the above, no capital or debt restructuring, is proposed as part of the Scheme.

5. RATIONALE FOR AND BENEFITS OF THE SCHEME

The Management has reviewed the strengths and synergies of the Amalgamated Company, noting that Amalgamating Company 1 and Amalgamating Company 2 are wholly owned subsidiaries are also involved in the business of power generation. The amalgamation envisages:

- Ensuring focused management in a combined amalgamated entity, thereby resulting in efficiency of operations & management and maximizing overall shareholders value.
- Greater integration, financial strength and flexibility, for the amalgamated entity, which would result in maximizing overall shareholder value.
- Greater efficiency in cash management of the amalgamated entity, which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.
- Administrative and operational rationalization.
- Simplification of group structure.

In view of the above, the Board of Directors of the Amalgamating Companies as well as Board of Directors of the Amalgamated Company have considered and proposed the merger and amalgamating of Amalgamating Company 1 and Amalgamating Company 2 with the Amalgamated Company in order to benefit the stakeholders of the Amalgamating Companies and the Amalgamated Company. Accordingly, the Board of Directors of the Amalgamating Companies and the Amalgamated Company have formulated the Scheme pursuant to the provisions of Sections 233 of the Act read with the Rules, made thereunder.

The Scheme is in the interest of Amalgamating Companies and the Amalgamated Company and their respective shareholders, creditors, employees, and all other concerned and shall enable them to achieve and fulfil their objectives more efficiently. The Scheme shall not in any manner be prejudicial to the interest of

concerned shareholders or directors or creditors or key managerial personnel or debenture trustees, if any, or to any other stakeholder, of either of the Companies or general public at large. Further, there is no interest of any directors of the Companies in the Scheme.

6. EFFECT OF THE SCHEME ON (A) DIRECTORS; (B) PROMOTERS; (C) CREDITORS AND (D) EMPLOYEES OF THE COMPANY:

In relation to Amalgamating Company 1 and Amalgamating Company 2

Promoters: The entire shareholding of the promoters of Amalgamating Company 1 and Amalgamating Company 2 (being the Amalgamated Company itself) shall stand cancelled.

Board of Directors: By virtue of the Scheme the entire Board of Directors of Amalgamating Company 1 and Amalgamating Company 2, shall cease to have any effect.

Employees: All employees shall be absorbed in the Amalgamated Company or its subsidiaries / affiliates, as applicable, with continuity of services.

In relation to the Amalgamated Company

The Scheme is not a scheme qua the shareholders / creditors of the Amalgamated Company and therefore none of the (a) directors; (b) promoters; (c) creditors and (d) employees of the Amalgamated Company shall be affected in any manner by the proposed Scheme.

7. AMOUNTS DUE TO CREDITORS:

Amount due to Financial Creditors as on 31 August 2024 (in INR Mn.)	INR 45,255 Mn. (Secured Financial Creditors)
Amount due to Operational Creditors as on 31 August 2024 (in INR Mn.)	INR 682.74 Mn.

8. THE MATERIAL INTEREST OF ANY OF THE DIRECTORS OF THE AMALGAMATING COMPANIES AND AMALGAMATED COMPANY GETTING AFFECTED BY THE AMALGAMATION:

Not Applicable

9. DETAILS OF INVESTIGATIONS OR PROCEEDINGS, IF ANY, AGAINST THE COMPANY UNDER THE COMPANIES ACT, 2013:

Not Applicable

10. DETAILS OF APPROVALS, SANCTIONS OR NO-OBJECTIONS(S), IF ANY, FROM REGULATORY OR ANY OTHER GOVERNMENTAL AUTHORITIES REQUIRED, RECEIVED OR PENDING FOR THE PROPOSED SCHEME:

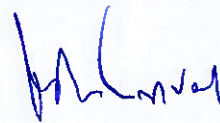
The Company has served notices in Form CAA-9, along with the proposed Scheme with the ROC, OL and the RD by respective letters dated 01 July 2024, seeking objections and / or suggestions to the said Scheme as required under section 233(1)(a) of the Act read with Rule 25 the Rules made thereunder. No observations / suggestions have been received from the ROC and the OL and the Company has received approval of the form CAA-9 submitted in e-form GNL-1 dated 01 July 2024, on 11 July 2024.

The effectiveness of the Scheme is conditional upon and subject to:

- The requisite consents, approvals or permissions of the Central Government or any Government Authority, which by law may be necessary for the implementation of this Scheme;
- Approval by the Regional Director;
- Certified copies of the order of the Regional Director sanctioning the Scheme being filed with the Registrar of Companies by the Amalgamating Companies and the Amalgamated Company; and
- Compliance with such other conditions and directives as may be imposed by the Regional Director or any other Government Authority.

“Government Authority” means the Central Government, any applicable state, provincial, or local Government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction.

**By order of the Board of Directors of
Aprava Energy Private Limited**



Mitesh Trivedi
Company Secretary
Membership No. A11921



Date: 13 September 2024
Place: Mumbai

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



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: Aprava 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 01/2024-25 of the Company, to be held at a shorter notice on 27 September 2024 at 10:00 a.m., at the corporate office of the Company situated at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, India and at any adjournment thereof in respect of such resolution, as indicated below:

Sr. No.	Resolution	For	Against
1.	To consider and approve the Scheme of Amalgamation between Cleansolar Renewable Energy Private Limited ("Amalgamating Company 1") and Divine Solren Private Limited ("Amalgamating Company 2") with and into Apraava Energy Private Limited ("Amalgamated Company" / the "Company") and their Shareholders and Creditors under Section 233 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.		

Signed this ____ day of ____ 2024

Signature of shareholder:

Affix
Revenue
Stamp

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 01/2024-25 of Apraava Energy Private Limited
held at a shorter notice on Friday, 27 September 2024, 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 01/2024-25 of the Company being held at a shorter notice on Friday, 27 September 2024, at 10:00 a.m. at the corporate office of the Company situated at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, India.

Signature of First holder/Proxy/Authorized Representative

Signature of Joint holder(s), if any

Date:

Place:

ROUTE MAP FROM INTERNATIONAL AIRPORT, MUMBAI

