

NOTICE

NOTICE is hereby given that the 01/2023-24 Extraordinary General Meeting ("EGM") of Apraava Energy Private Limited (formerly known as CLP India Private Limited) will be held on Friday, 27 October 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, to transact the following businesses:

SPECIAL BUSINESS

1. To consider and approve the re-appointment of Mr. Rajiv Ranjan Mishra (DIN: 00131207) as the Managing Director of the Company from 01 October 2023 to 31 March 2024, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

***"RESOLVED THAT** pursuant to the provisions of Sections 196, 203 and all other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Rajiv Ranjan Mishra (DIN: 00131207) as the Managing Director of the Company for a term of six months from 01 October 2023 to 31 March 2024;*

***RESOLVED FURTHER THAT** the remuneration payable to Mr. Mishra in respect of his tenor is set out below, with liberty to the Board of Directors to alter the same in such manner as may be mutually agreed between the Directors of the Company and Mr. Mishra, at any time, during the tenure of his appointment:*

Particulars	Amount in INR (01 October 2023 to 31 March 2024)
Basic	14,265,138
House Rent Allowance	7,132,569
Retiral benefits	5,616,898
Incentive at Target (for the entire year FY 2023-24)*	21,397,706
Total Gross Earnings	48,412,310

** The annual incentive will be reviewed and recommended by the Nomination and Remuneration Committee of the Company and approved the Board of Directors of the Company depending on Mr. Mishra's performance, profitability of the Company and other relevant factors.*

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.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 of the Company 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 sign, file such letter / documents / forms / returns as may be required to give effect to the re-appointment 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
(formerly known as CLP India Private Limited)



Mitesh Trivedi
Company Secretary
Membership No. A11921

Date: 29 September 2023
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. 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.
4. 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.
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. 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.
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.

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

Item No. 1

The current term of Mr. Rajiv Ranjan Mishra as the Managing Director expires on 30 September 2023. Based on the recommendation of the Nomination & Remuneration Committee, the Board, at its Meeting held on 29 September 2023, has approved the re-appointment of Mr. Mishra as the Managing Director of the Company for a term of six months from 01 October 2023 to 31 March 2024.

The proposed remuneration of Mr. Mishra, for the aforementioned term, is set out below:

Particulars	Amount in INR (01 October 2023 to 31 March 2024)
Basic	14,265,138
House Rent Allowance	7,132,569
Retiral benefits	5,616,898
Incentive at Target (for the entire year FY 2023-24)*	21,397,706
Total Gross Earnings	48,412,310

** The annual incentive will be reviewed and recommended by the Nomination and Remuneration Committee of the Company and approved the Board of Directors of the Company depending on Mr. Mishra's performance, profitability of the Company and other relevant factors.*

The annual incentive will be reviewed and recommended by the Nomination and Remuneration Committee of the Company and approved the Board of Directors of the Company depending on Mr. Mishra's performance, profitability of the Company and other relevant factors.

The Board, accordingly, recommends Mr. Mishra's re-appointment on the terms and conditions for a period of six months as mentioned above to the shareholders for their approval and commends the aforesaid Resolution set out at Item No. 1 of the Notice as an Ordinary resolution for approval by the Members.

Except Mr. Mishra, none of the Directors of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this 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: 29 September 2023
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: Apraava Energy Private Limited
(formerly known as CLP India 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 01/2023-24 Extraordinary General Meeting of the Company, to be held on Friday, 27 October 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 the re-appointment of Mr. Rajiv Ranjan Mishra (DIN: 00131207) as the Managing Director of the Company from 01 October 2023 to 31 March 2024.		

Signed this ____ day of _____ 2023

Signature of shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

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

**01/2023-24 Extraordinary General Meeting of Apraava Energy Private Limited
(formerly known as CLP India Private Limited) held at a shorter notice on
Friday, 27 October 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 01/2023-24 Extraordinary General Meeting of the Company being held on Friday, 27 October 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.

Signature of First holder/Proxy/Authorized Representative

Signature of Joint holder(s), if any

Date:

Place:

