

**NOTICE**

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting (“AGM”) of Apraava Energy Private Limited (formerly known as CLP India Private Limited) will be held on Wednesday, 10 August 2022, at 12:30 p.m. at the Corporate Office of the Company at 7<sup>th</sup> Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, to transact the following businesses:

**ORDINARY BUSINESS**

**1. To receive, consider and adopt:**

- (a) the standalone audited financial statements of the Company for the financial year ended 31 March 2022 and the Reports of the Board of Directors and Auditors thereon, and to pass the following Ordinary resolution in this regard, with or without modification(s):

*“RESOLVED THAT the Standalone Audited Financial Statements of the Company for the financial year ended 31 March 2022 and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”*

- (b) the consolidated audited financial statements of the Company for the financial year ended 31 March 2022 and the Reports of the Board of Directors and Auditors thereon, and to pass the following Ordinary resolution in this regard, with or without modification(s):

*“RESOLVED THAT the Consolidated Audited Financial Statements of the Company for the financial year ended 31 March 2022 and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”*

**2. To re-appoint M/s B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration and to pass the following Ordinary resolution in this regard, with or without modification(s):**

*“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof), M/s B S R & Co. LLP, Chartered Accountants, having Firm Registration Number 101248W/W-100022, from whom a certificate pursuant to Section 139 of the Act has been received, be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five consecutive years, and who shall hold office from the conclusion of the 30<sup>th</sup> Annual General Meeting till the conclusion of the 35<sup>th</sup> Annual General Meeting to be held in the year 2027, at a remuneration to be determined by the Board of Directors and re-imburement of out of pocket expenses incurred in connection with the audit in such manner and to such extent as may be mutually agreed with the Statutory Auditors;*

**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.clpgroup.com](http://www.clpgroup.com), [www.apraava.com](http://www.apraava.com)

**Registered Office:**

6th Floor, Chanakya, Off Ashram Road,  
Ahmedabad 380 009  
**T:** +91 79 2658 5969 **F:** +91 79 2658 3254  
**CIN No.:** U40100GJ1992PTC018284

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to decide and / or alter the terms and conditions of the appointment including the remuneration, as it may deem fit and do all acts, deeds, matters and things, as may be necessary and expedient to give effect to this resolution.”

**SPECIAL BUSINESS**

3. To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2023, 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 section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Companies (Cost Records and Audit) Rules, 2014, and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration of INR 0.12 Mn. (Rupees One Hundred Twenty Thousand Only) and such applicable taxes and out-of-pocket expenses as may be incurred during the course of the audit, payable to M/s Kiran J. Mehta & Co., Cost Accountants in practice (Firm Registration No. 000025) to conduct the audit of the cost records of the Company for the financial year ending 31 March 2023, as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

By order of the Board of Directors of  
**Apraava Energy Private Limited**  
(formerly known as CLP India Private Limited)



Date: 30 June 2022  
Place: Mumbai

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

  
Mitesh Trivedi  
Company Secretary  
Membership No. A11921

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) 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 AGM of the Company.
3. The Company has received written consent in accordance with the requirements of proviso to Section 96(2) of the Companies Act, 2013 (the “Act”) to hold the Annual General Meeting of the Company in Mumbai, in the state of Maharashtra in India, instead of the city, town or village where the Company’s registered office is situated.
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. 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 AGM.
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 AGM. Such documents shall also be available for inspection at the venue till the conclusion of the AGM.
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 AGM 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. 2**

M/s B S R & Co. LLP, Chartered Accountants ("M/s B S R & Co. LLP"), were first appointed as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years from the conclusion of the 25<sup>th</sup> AGM till the conclusion of the 30<sup>th</sup> AGM of the Company to be held in the calendar year 2022. Consequently, M/s B S R & Co. LLP will complete their first term of 5 (five) consecutive years as the Statutory Auditors of the Company at the conclusion of the ensuing 30<sup>th</sup> AGM.

Pursuant to Section 139(2) of the Companies Act, 2013 (the "Act"), the Company can appoint an audit firm for a 2<sup>nd</sup> term of 5 (Five) consecutive years. M/s B S R & Co. LLP have given their consent for their re-appointment as Statutory Auditors of the Company. They have further confirmed that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act and the Rules made thereunder and that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and rules or regulations made thereunder.

M/s B S R & Co. LLP is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India ("ICAI"). The firm has offices in various cities across the country. M/s B S R and Co. LLP is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. The firm holds a 'Peer Review' certificate issued by ICAI.

The Board of Directors, at its Meeting held on 30 June 2022, has proposed to re-appoint M/s B S R & Co. LLP, Chartered Accountants, having firm registration No. 101248W/W-100022, as the Statutory Auditors of the Company for the second and final term of 5 (five) consecutive years, who shall hold office from conclusion of this 30<sup>th</sup> AGM till the conclusion of the 35<sup>th</sup> AGM of the Company, to be held in the calendar year 2027. The remuneration proposed to be paid to the Statutory Auditors during their second and final term shall be commensurate with the services to be rendered by them during their tenure and shall be decided by the Board of Directors from time to time. Further, the Board of Directors, may alter / vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Accordingly, the Board, commends the resolution set out at Item No. 2 of the Notice for approval by the Members by way of an Ordinary Resolution. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested financially or otherwise, in the resolution set out at item No. 2 of the Notice.



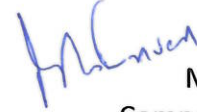
**Item No. 3**

The Board of Directors of the Company has approved the appointment of M/s Kiran J. Mehta & Co., Cost Accountants as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31 March 2023.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be approved by the Board of Directors and subsequently ratified by the members of the Company. The Board has approved a remuneration of INR 0.12 Mn. (Rupees One Hundred Twenty Thousand only) for the financial year ending 31 March 2023. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending 31 March 2023, by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

The Board commends the aforesaid Resolution set out at Item No. 3 of the Notice as an Ordinary resolution for approval by the Members. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 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: 30 June 2022  
Place: Mumbai

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

**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 30<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 10 August 2022, at 12:30 p.m. at the Corporate Office of the Company at 7<sup>th</sup> 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 receive, consider and adopt:  (a) the standalone audited financial statements of the Company for the financial year ended 31 March 2022 and the Reports of the Board of Directors and Auditors thereon; and  (b) the consolidated audited financial statements of the Company for the financial year ended 31 March 2022 and the Reports of the Auditors thereon.		
2.	To re-appoint M/s B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
3.	To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2023.		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2022

Signature of shareholder:

Signature of Proxy holder(s):

Affix Revenue Stamp
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**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**

**30<sup>th</sup> Annual General Meeting of Apraava Energy Private Limited**  
**(formerly known as CLP India Private Limited) held on**  
**Wednesday, 10 August 2022, at 12:30 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 30<sup>th</sup> Annual General Meeting of the Company being held on Wednesday, 10 August 2022, at 12:30 p.m. at 7<sup>th</sup> Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099.

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Signature of First holder/Proxy/Authorized Representative

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Signature of Joint holder(s), if any

Date:

Place:



**ROUTE MAP FROM INTERNATIONAL AIRPORT, MUMBAI**

