

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]



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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- Unit no. 409 & 410, 4th Floor, Southern Park, D2, Saket Place Saket (South Delhi)
New Delhi
South Delhi
Delhi
110017
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (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 (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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	75.11
2	F	Construction	F2	Roads, railways, Utility projects	1.21
3	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	23.66

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Azure Power Global Limited		Holding	98.5
2	AZURE POWER (PUNJAB) PRIV	U40106DL2009PTC290476	Subsidiary	100
3	AZURE POWER (HARYANA) PF	U40108DL2009PTC291351	Subsidiary	99.17
4	AZURE SOLAR PRIVATE LIMITE	U40106DL2010PTC209414	Subsidiary	92.31
5	AZURE POWER (RAJASTHAN) P	U40101DL2010PTC204588	Subsidiary	100
6	AZURE URJA PRIVATE LIMITED	U40300DL2010PTC209420	Subsidiary	73.8
7	AZURE SURYA PRIVATE LIMITE	U40300DL2010PTC209423	Subsidiary	67.33

8	AZURE POWER (KARNATAKA) P	U40107DL2010PTC291031	Subsidiary	58.87
9	AZURE PHOTOVOLTAIC PRIVA	U40300DL2010PTC209803	Subsidiary	100
10	AZURE POWER INFRASTRUCTU	U40102DL2010PTC208927	Subsidiary	94.59
11	AZURE POWER (RAJ.) PRIVATE	U40106DL2010PTC207053	Subsidiary	100
12	AZURE GREEN TECH PRIVATE L	U40106DL2012PTC237073	Subsidiary	100
13	AZURE CLEAN ENERGY PRIVAT	U40105DL2012PTC236882	Subsidiary	100
14	AZURE SUNRISE PRIVATE LIMIT	U40106DL2012PTC236103	Subsidiary	100
15	AZURE SUNSHINE PRIVATE LIM	U40106DL2012PTC237070	Subsidiary	100
16	AZURE POWER EARTH PRIVATE	U40300DL2014PTC273940	Subsidiary	100
17	AZURE POWER ERIS PRIVATE LI	U40300DL2014PTC273917	Subsidiary	100
18	AZURE POWER JUPITER PRIVAT	U40104DL2015PTC274952	Subsidiary	51.01
19	AZURE POWER MAKEMAKE PR	U40106DL2015PTC274954	Subsidiary	100
20	AZURE POWER MARS PRIVATE	U40300DL2014PTC273939	Subsidiary	100
21	AZURE POWER PLUTO PRIVATE	U40300DL2014PTC273942	Subsidiary	100
22	AZURE POWER URANUS PRIVA	U40108DL2015PTC275032	Subsidiary	100
23	AZURE POWER VENUS PRIVATE	U40106DL2015PTC275034	Subsidiary	100
24	AZURE POWER THIRTY THREE I	U40300DL2016PTC298811	Subsidiary	100
25	AZURE POWER THIRTY FOUR P	U40106DL2016PTC300663	Subsidiary	100
26	AZURE POWER THIRTY SIX PRIN	U40108DL2016PTC299126	Subsidiary	100
27	AZURE POWER THIRTY SEVEN I	U40300DL2016PTC299122	Subsidiary	99.84
28	AZURE POWER THIRTY EIGHT F	U40300DL2016PTC301837	Subsidiary	51
29	AZURE POWER THIRTY NINE PF	U40101DL2016PTC301060	Subsidiary	100
30	AZURE POWER FORTY PRIVATE	U40107DL2016PTC302018	Subsidiary	100
31	AZURE POWER FORTY ONE PRI	U40300DL2016PTC301090	Subsidiary	100
32	AZURE POWER FORTY TWO PR	U40106DL2016PTC301848	Subsidiary	100

33	AZURE POWER FORTY THREE P	U40100DL2017PTC310862	Subsidiary	100
34	AZURE POWER FORTY FOUR PI	U40300DL2017PTC311196	Subsidiary	51.4
35	AZURE POWER MAPLE PRIVATI	U40106DL2017PTC324594	Subsidiary	100
36	Azure Power US Inc		Subsidiary	100
37	AZURE POWER FIFTY ONE PRIV	U40106DL2019PTC359448	Subsidiary	100
38	AZURE POWER FIFTY TWO PRIM	U40100DL2020PTC360279	Subsidiary	100
39	AZURE POWER FIFTY THREE PF	U40106DL2020PTC359765	Subsidiary	100
40	AZURE POWER FIFTY FOUR PRI	U40106DL2020PTC360303	Subsidiary	100
41	AZURE POWER FIFTY SIX PRIVA	U40106DL2020PTC368173	Subsidiary	100
42	AZURE POWER FIFTY SEVEN PF	U40108DL2020PTC368374	Subsidiary	100
43	AZURE POWER FIFTY EIGHT PR	U40106DL2020PTC368395	Subsidiary	100
44	AZURE POWER FIFTY NINE PRIM	U40100DL2021PTC388833	Subsidiary	100
45	AZURE POWER SIXTY PRIVATE	U40106DL2021PTC388805	Subsidiary	100
46	AZURE POWER SIXTY ONE PRIV	U40100DL2021PTC391011	Subsidiary	100
47	AZURE POWER SIXTY TWO PRIM	U40106DL2021PTC390823	Subsidiary	100
48	KOTUMA WIND PARKS PRIVAT	U40108DL2021PTC423470	Subsidiary	100
49	TWO WIND ENERGY PRIVATE L	U40106DL2020PTC423469	Subsidiary	100
50	AZURE POWER SIXTY THREE PF	U40106DL2022PTC394361	Subsidiary	100
51	AZURE POWER SIXTY FOUR PR	U40106DL2022PTC394302	Subsidiary	100
52	AZURE GREEN HYDROGEN PRI'	U24290DL2022PTC393724	Subsidiary	100
53	AZURE ENERGY TRANSITION P	U40100DL2022PTC395329	Subsidiary	100
54	PREMIER ENERGIES INTERNATI	U40300DL2020PTC368144	Associate	26
55	AZURE POWER MERCURY PRIV	U40100DL2014PTC273986	Subsidiary	51.4
56	AZURE POWER SATURN PRIVA'	U40300DL2014PTC274382	Subsidiary	51.4
57	AZURE POWER THIRTY FIVE PR	U40300DL2016PTC299507	Subsidiary	100

58	AZURE SUN ENERGY PRIVATE L	U40101DL2010PTC209417	Subsidiary	100
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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	43,333,333	6,858,979	6,858,979	6,858,979
Total amount of equity shares (in Rupees)	433,333,330	68,589,790	68,589,790	68,589,790

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	43,333,333	6,858,979	6,858,979	6,858,979
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	433,333,330	68,589,790	68,589,790	68,589,790

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	86,666,667	0	0	0
Total amount of preference shares (in rupees)	866,666,670	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARES				
Number of preference shares	86,666,667	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	866,666,670	0	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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	4,551,443	0	4551443	45,514,430	45,514,430	
Increase during the year	2,307,536	0	2307536	23,075,360	23,075,360	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	2,307,536	0	2307536	23,075,360	23,075,360	
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						
At the end of the year	6,858,979	0	6858979	68,589,790	68,589,790	
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						
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						
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)

0

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) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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	1,900,000,000	0	1,900,000,000	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**

2,431,200,000

(ii) Net worth of the Company

51,238,800,000

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)	6,756,390	98.5	0	
10.	Others	0	0	0	
	Total	6,756,390	98.5	0	0

Total number of shareholders (promoters)

1

(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	5,090	0.07	0	
	(ii) Non-resident Indian (NRI)	97,497	1.42	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	0	0	
10.	Others	0	0	0	
	Total	102,589	1.49	0	0

Total number of shareholders (other than promoters)

5

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

6

**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	1	1
Members (other than promoters)	5	5
Debenture holders	1	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	3	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	3	0	4	0	0

(i) Banks & FIs	0	3	0	4	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	6	1	7	0	0

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

8

(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)
Richard Alan Rosling	00311138	Nominee director	0	11/10/2023
Mangalath Unnikrishnar	01460245	Nominee director	0	13/03/2024
Arno Lockheart Harris	07549320	Director	0	31/05/2022
Cyril Sebastien Dominiq	07692696	Nominee director	0	30/10/2023
Supriya Prakash Sen	07932937	Director	0	
Deepak Malhotra	08625060	Nominee director	0	29/10/2023
Ranjit Gupta	00100872	Managing Director	0	26/04/2022
Christine Ann Mcnamar	01993894	Additional director	0	26/06/2023

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

3

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)
BARNEY SHEPPARD F	07384044	Director	30/09/2021	CESSATION
Richard Alan Rosling	00311138	Nominee director	30/09/2021	APPOINTMENT
Christine Ann Mcnamar	01993894	Additional director	01/03/2022	APPOINTMENT

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

2

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	30/09/2021	6	3	97.74
Extra Ordinary General Meeting	31/01/2022	6	4	97.75

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/06/2021	7	7	100
2	01/07/2021	7	7	100
3	26/08/2021	7	7	100
4	29/09/2021	7	7	100
5	09/11/2021	7	7	100
6	20/01/2022	7	6	85.71
7	08/02/2022	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

44

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	26/04/2021	3	3	100
2	Corporate Soc	27/07/2021	3	3	100
3	Corporate Soc	27/10/2021	3	3	100
4	Corporate Soc	27/01/2022	3	3	100
5	Audit Committee	07/06/2021	3	3	100
6	Audit Committee	22/06/2021	3	3	100
7	Audit Committee	28/07/2021	3	3	100

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
8	Audit Committee	26/08/2021	3	3	100
9	Audit Committee	30/09/2021	3	3	100
10	Audit Committee	29/11/2021	2	2	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	12/02/2024
								(Y/N/NA)
1	Richard Alan F	3	3	100	2	2	100	Not Applicable
2	Mangalath Un	7	7	100	8	8	100	Yes
3	Arno Lockhea	7	7	100	8	8	100	Not Applicable
4	Cyril Sebastie	7	6	85.71	4	4	100	Not Applicable
5	Supriya Praka	7	7	100	15	15	100	No
6	Deepak Malhc	7	7	100	4	4	100	Not Applicable
7	Ranjit Gupta	7	7	100	28	27	96.43	Not Applicable
8	Christine Ann	0	0	0	0	0	0	Not Applicable

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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RANJIT GUPTA	CHIEF EXECUT	0	0	0	41,200,000	41,200,000
2	PAWAN KUMAR A	CHIEF FINANCI	0	0	16,300,000	26,400,000	42,700,000
	Total		0	0	16,300,000	67,600,000	83,900,000

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

There was delay in audit closure due to on going review of internal control and compliance framework. Hence the Company could not conduct the Annual General Meeting for Financial Year 2021-22 within prescribed due date.

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

(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

ABHISHEK GUPTA

Whether associate or fellow

Associate Fellow

Certificate of practice number

12262

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. ...

06

dated

12/01/2024

(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:

1. 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.
2. 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

SUGATA SIRCAR
Digitally signed by
SUGATA SIRCAR
Date: 2024.04.12
18:41:26 +05'30'

DIN of the director

01119161

To be digitally signed by

KAPIL SHARMA
Digitally signed by
KAPIL SHARMA
Date: 2024.04.12
18:42:07 +05'30'

Company Secretary

Company secretary in practice

Membership number

37154

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 Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Committee meetings.pdf AZI-Approval letter for extension of AGM.p Shareholding.pdf Signed Form MGT 8.pdf

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



SHAREHOLDING PATTERN
AZURE POWER INDIA PRIVATE LIMITED
DATED 31ST MARCH, 2022.

Authorised Share Capital: INR 130,00,00,000

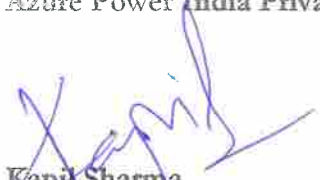
Issued Share Capital: INR 6,85,89,790

Subscribed Share Capital: INR 6,85,89,790

Paid-up Share Capital: INR 6,85,89,790

Name of the Shareholders	Security Type	Number of Shares	Shareholding (%)
Azure Power Global Limited	Equity Share	67,56,390	98.50
Mr. Inderpreet Singh Wadhwa	Equity Share	97,497	1.42
Mr. Harkanwal Singh Wadhwa	Equity Share	5,000	0.07
Mr. Nirav Rawal	Equity Share	90	0.00
Azure Power Energy Limited	Equity Share	1	0.00
Azure Power Solar Energy Private Limited	Equity Share	1	0.00
TOTAL		6,85,89,79	100

For and on behalf of
Azure Power India Private Limited


Kapil Sharma
Company Secretary
Membership No: A37154
Address: A8/18, Ground Floor,
Rana Pratap Bagh, Delhi-110007

Azure Power India Private Limited

CIN: U40106DL2008PTC174774

Corporate Office: 8th Floor, Tower A, DLF Infinity, Cyber City, Phase II, Gurugram-122002, Haryana

Regd. Office: Unit no. 409 & 410, 4th Floor, Southern Park, D2, Saket Place, New Delhi-110 017

Corp. Off.: 0124-4155755

Regd. Off.: 011-49409800

cs@azurepower.com

www.azurepower.com



List of Committee Meetings

Sl. 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
11.	AUDIT COMMITTEE	03/12/2021	2	2	100
12.	AUDIT COMMITTEE	23/02/2022	2	2	100
13.	COMPENSATION COMMITTEE	01/06/2021	3	3	100
14.	COMPENSATION COMMITTEE	15/09/2021	4	4	100
15.	COMPENSATION COMMITTEE	27/10/2021	4	4	100
16.	COMPENSATION COMMITTEE	25/01/2022	4	4	100
17.	FINANCE COMMITTEE	01/04/2021	3	3	100
18.	FINANCE COMMITTEE	22/04/2021	3	2	66.67
19.	FINANCE COMMITTEE	31/05/2021	3	2	66.67
20.	FINANCE COMMITTEE	07/06/2021	3	3	100
21.	FINANCE COMMITTEE	11/06/2021	3	3	100
22.	FINANCE COMMITTEE	22/06/2021	3	2	66.67
23.	FINANCE COMMITTEE	25/06/2021	3	2	66.67
24.	FINANCE COMMITTEE	30/06/2021	3	2	66.67
25.	FINANCE COMMITTEE	02/07/2021	3	3	100
26.	FINANCE COMMITTEE	23/07/2021	3	3	100
27.	FINANCE COMMITTEE	05/08/2021	3	2	66.67
28.	FINANCE COMMITTEE	20/08/2021	3	3	100
29.	FINANCE COMMITTEE	13/09/2021	3	3	100
30.	FINANCE COMMITTEE	17/09/2021	3	3	100

Azure Power India Private Limited

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31.	FINANCE COMMITTEE	20/09/2021	3	3	100
32.	FINANCE COMMITTEE	01/10/2021	3	3	100
33.	FINANCE COMMITTEE	08/10/2021	3	3	100
34.	FINANCE COMMITTEE	21/10/2021	3	3	100
35.	FINANCE COMMITTEE	12/11/2021	3	3	100
36.	FINANCE COMMITTEE	29/11/2021	3	3	100
37.	FINANCE COMMITTEE	02/12/2021	3	3	100
38.	FINANCE COMMITTEE	16/12/2021	3	3	100
39.	FINANCE COMMITTEE	06/01/2022	3	3	100
40.	FINANCE COMMITTEE	13/01/2022	3	3	100
41.	FINANCE COMMITTEE	27/01/2022	3	3	100
42.	FINANCE COMMITTEE	17/02/2022	3	3	100
43.	FINANCE COMMITTEE	04/03/2022	3	3	100
44.	FINANCE COMMITTEE	28/03/2022	3	2	66.67

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ABHISHEK GUPTA & ASSOCIATES
COMPANY SECRETARIES

Office : 16/10, 1st Floor,
New Rohtak Road, Near MTNL Office,
Karol Bagh, New Delhi-110005
Mobile : +91 99 1085 9837 (India)
Tel. Fax : 011 42430303
E-mail : abhishek@agassociate.in
pcsabhishekgupta@gmail.com
Web : www.agassociate.in

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of The Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Azure Power India Private Limited (CIN: U40106DL2008PTC174774)** (the "Company") as required to be maintained under the Companies Act, 2013 (the "Act") and the rules made thereunder for the financial year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. As per the information furnished to me, the status of compliance(s) of the provisions of the Act & Rules made there under, during the aforesaid financial year, is provided hereunder:

1. The Company is continued to be a Private Limited Company, Limited by shares.
2. The Company has maintained registers / records & made necessary entries to the possible extent within the time prescribed therefore;
3. As per the records available on official website of Ministry of Corporate Affairs, the Company has filed certain e-forms with the Registrar of Companies, NCT of Delhi & Haryana. However, the Company is not required to file any form or return with Central Government, Regional Director, Tribunal, Court & National Company Law Tribunal or other authorities during the financial year.
4. The Calling/ convening/ holding meetings of Board of Directors, Committees and the meetings of the Members (*except for the Annual General Meeting of the members of the company for the year ended 31st March, 2022 which was required to be held within six months from the end of the financial year, i.e. 30th September, 2022 but the same was held on 12th February, 2024*) of the Company on due dates as stated in the Annual Return in respect of which meetings, notices were given and the proceedings including the circular resolution have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.

5. As per the information given to us, the Company is not required to close its Register of Members / Security Holders during the financial year.



6. The Company has complied with the provisions of section 185 of the Act (wherever applicable) in respect of loans given or guarantees provided to/for the companies (including subsidiary/ wholly owned subsidiary companies). However, the company has provided loan to its fellow subsidiary(s).
7. The Company has complied with the provisions of Section 188 of the Act in respect of contracts / arrangements with related parties, as specified in that Section.
8. The company has passed a special resolution to approve the issuance of 24,33,822 Equity shares at INR 7,510/- per share (Rupees Seven Thousand Five Hundred and Ten Only) out of which 23,07,536 Equity Shares were allotted to Azure Power Global Limited on a private placement basis during the financial year. During September, 2017, the company has issued Non-convertible debentures and borrowed INR 19,000 lakhs. The said debentures are repayable in 11 equated semi-annual instalments beginning September 2022 until September 2027. The loan was repaid during the current year. Further, the company has not transferred or transmitted and there were no instances of buy back of any securities or redemption of preference shares, alteration or reduction of share capital and conversion of shares/ securities during the financial year.
9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration of transfer of shares.
10. The Company has not declared any dividend and there was no requirement to deposit any amount in a separate bank account. Further, the company has not transferred any amounts in unpaid dividend account, unclaimed dividend account and other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.
11. The audited financial statements were signed in accordance with the provisions of Section 134 of the Act and Board's Report was made as per sub - sections (3), (4) and (5) of Section 134 of the Act.
12. The Board of Directors of the Company is duly constituted, and the following changes were made during the year:
 - Mr. Barney Sheppard Rush announced his retirement and Mr. Richard Alan Rosling was appointed as nominee director of CDPQ Infrastructures Asia Pte Ltd. ("CDPQ") w.e.f. 30th September 2021;
 - Ms. Christine Ann McNamara was appointed as non-executive director w.e.f. 1st March, 2022.

Further after closure of financial year, following changes were made:

Mr. Ranjit Gupta resigned w.e.f. 26th April, 2022 terminating his Executive Employment Agreement and was relieved from the office of Managing Director and Chief Executive Officer;

Ms. Delphine Voeltzel was appointed as nominee director of Ontario Municipal Employees Retirement System ("OMERS") w.e.f. 11th May, 2022;

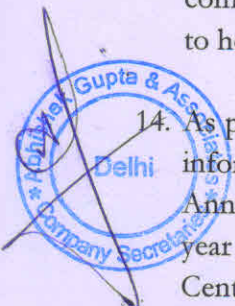


- Mr. Arno Lockheart Harris resigned w.e.f. 31st May, 2022;
- Mr. Harsh Dinesh Shah appointed as Managing Director w.e.f. 05th August, 2022 and subsequently Mr. Harsh Dinesh Shah resigned w.e.f. 29th August, 2022
- Mr. Rupesh Agarwal appointed as Managing Director w.e.f. 29th August, 2022;
- Mr. Sugata Sircar was appointed as Non-Executive Additional Director w.e.f. 1st October, 2022 (On May 01, 2023, Mr. Sugata Sircar designation was changed to Executive Director Finance);
- Mr. Jean Francois Joseph Boisvenu was appointed as Non-Executive Additional Director on the Board w.e.f. 24th April, 2023 and further regularized pursuant to Shareholder's approval dated 29th September, 2023;
- Ms. Christine Ann McNamara resigned from the Board w.e.f. 26th June, 2023;
- Mr. Richard Payette appointed as Non-Executive Additional Director on the Board w.e.f. 01st July, 2023 and further regularized pursuant to Shareholder's approval dated 29th September, 2023;
- Mr. Rupesh Agarwal resigned from the Board w.e.f. 10th July, 2023;
- Mr. Sunil Kumar Gupta appointed as an Additional Director w.e.f. 8th August, 2023 and subsequently as Managing Director w.e.f. 8th August, 2023 and further regularized pursuant to shareholders approval dated September 29, 2023;
- Mr. Richard Alan Rosling resigned w.e.f. 11th October, 2023;
- Mr. Deepak Malhotra resigned w.e.f. 29th October, 2023;
- Mr. Cyril Sebastien Dominique Cabanes resigned w.e.f. 30th October, 2023;
- Mr. Philippe Pierre Wind appointed as Nominee Director w.e.f. 31st October, 2023;
- Mr. Jaime Garcia Nieto appointed as Nominee Director w.e.f. 01st December, 2023.

Further, the Company has complied with the provisions relating to the disclosures of directors and the provisions relating to appointment of Key Managerial Personnel were not applicable to the Company.

13. As per the records available on the official website of the Ministry of Corporate Affairs and the information furnished to us, M/s MSKA & Associates, Chartered Accountants (Firm Registration 105047W), Chartered Accountants, were appointed as the statutory auditor of the company for a period of five years in the Annual General Meeting held on 25th September 2019, to hold office till the conclusion of the AGM for the financial year 2023-24.

14. As per the records available on the official website of the Ministry of Corporate Affairs and the information furnished to us, the Company has obtained approval regarding the extension of Annual General Meeting for three months, from the Registrar of Companies for the financial year ended 31st March, 2022. Further the company has not obtained any approvals from the Central Government, Company Law Board, Tribunal, Regional Director, Court or such other authorities prescribed under the various provisions of the Act.



15. The Company has not invited any deposits falling within the purview of relevant Sections of the Act during the financial year.
16. The Company has obtained borrowings from public financial institutions / banks / body corporate and filed necessary documents/forms for creation & modification of charge in that respect with the Registrar of Companies.
17. The Company is engaged in the business of providing infrastructural facilities as defined in Schedule VI of the Companies Act, 2013. Thus, provisions of Section 186 for loans, security or guarantee are not applicable on the Company.
18. There is no alteration in the provisions of the Memorandum and Articles of Association of the Company during the above financial year.

For Abhishek Gupta & Associates
Company Secretaries

A. Gupta
12/04/2024

Abhishek Gupta
Proprietor

M. No. 9857; C.P. No.: 12262

UDIN: F009857F000096240

Peer Review Certificate No. 2375/2022



Place: Delhi
Date: 12.04.2024

Note: The qualification, reservation or adverse remarks, if any, may be stated at the relevant place(s).