

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

U40106DL2008PTC174774

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAHCA0923G

(ii) (a) Name of the company

AZURE POWER INDIA PRIVATE

(b) Registered office address

DSC-304, Second Floor, DLF South Court, Saket District Centre Saket (South Delhi)
New Delhi
South Delhi
Delhi
110017

(c) *e-mail ID of the company

CS*****ER.COM

(d) *Telephone number with STD code

01*****00

(e) Website

www.azurepower.com

(iii) Date of Incorporation

29/02/2008

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Subsidiary of Foreign 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

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	83
2	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	17

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Azure Power Global Limited		Holding	98.52
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	67.32
8	AZURE POWER (KARNATAKA) F	U40107DL2010PTC291031	Subsidiary	58.86
9	AZURE PHOTOVOLTAIC PRIVA	U40300DL2010PTC209803	Subsidiary	100

10	AZURE POWER INFRASTRUCTURE	U40102DL2010PTC208927	Subsidiary	94.59
11	AZURE POWER (RAJ.) PRIVATE	U40106DL2010PTC207053	Subsidiary	100
12	AZURE GREEN TECH PRIVATE LIMITED	U40106DL2012PTC237073	Subsidiary	100
13	AZURE CLEAN ENERGY PRIVATE LIMITED	U40105DL2012PTC236882	Subsidiary	100
14	AZURE SUNRISE PRIVATE LIMITED	U40106DL2012PTC236103	Subsidiary	100
15	AZURE SUNSHINE PRIVATE LIMITED	U40106DL2012PTC237070	Subsidiary	100
16	AZURE POWER EARTH PRIVATE LIMITED	U40300DL2014PTC273940	Subsidiary	100
17	AZURE POWER ERIS PRIVATE LIMITED	U40300DL2014PTC273917	Subsidiary	100
18	AZURE POWER JUPITER PRIVATE LIMITED	U40104DL2015PTC274952	Subsidiary	51.01
19	AZURE POWER MAKEMAKE PRIVATE LIMITED	U40106DL2015PTC274954	Subsidiary	100
20	AZURE POWER MARS PRIVATE LIMITED	U40300DL2014PTC273939	Subsidiary	100
21	AZURE POWER URANUS PRIVATE LIMITED	U40108DL2015PTC275032	Subsidiary	100
22	AZURE POWER PLUTO PRIVATE LIMITED	U40300DL2014PTC273942	Subsidiary	100
23	AZURE POWER VENUS PRIVATE LIMITED	U40106DL2015PTC275034	Subsidiary	100
24	AZURE POWER THIRTY THREE PRIVATE LIMITED	U40300DL2016PTC298811	Subsidiary	100
25	AZURE POWER THIRTY FOUR PRIVATE LIMITED	U40106DL2016PTC300663	Subsidiary	100
26	AZURE POWER THIRTY SIX PRIVATE LIMITED	U40108DL2016PTC299126	Subsidiary	100
27	AZURE POWER THIRTY SEVEN PRIVATE LIMITED	U40300DL2016PTC299122	Subsidiary	99.84
28	AZURE POWER THIRTY EIGHT PRIVATE LIMITED	U40300DL2016PTC301837	Subsidiary	51
29	AZURE POWER THIRTY NINE PRIVATE LIMITED	U40101DL2016PTC301060	Subsidiary	100
30	AZURE POWER FORTY PRIVATE LIMITED	U40107DL2016PTC302018	Subsidiary	100
31	AZURE POWER FORTY ONE PRIVATE LIMITED	U40300DL2016PTC301090	Subsidiary	100
32	AZURE POWER FORTY THREE PRIVATE LIMITED	U40100DL2017PTC310862	Subsidiary	100
33	AZURE POWER FORTY FOUR PRIVATE LIMITED	U40300DL2017PTC311196	Subsidiary	51.4
34	AZURE POWER MAPLE PRIVATE LIMITED	U40106DL2017PTC324594	Subsidiary	100

35	Azure Power US Inc		Subsidiary	100
36	AZURE POWER FIFTY ONE PRIV	U40106DL2019PTC359448	Subsidiary	100
37	AZURE POWER FIFTY TWO PRIV	U40100DL2020PTC360279	Subsidiary	100
38	AZURE POWER FIFTY THREE PF	U40106DL2020PTC359765	Subsidiary	100
39	AZURE POWER FIFTY FOUR PRI	U40106DL2020PTC360303	Subsidiary	100
40	AZURE POWER FIFTY SIX PRIVA	U40106DL2020PTC368173	Subsidiary	100
41	AZURE POWER FIFTY SEVEN PF	U40108DL2020PTC368374	Subsidiary	100
42	AZURE POWER FIFTY EIGHT PR	U40106DL2020PTC368395	Subsidiary	100
43	AZURE POWER FIFTY NINE PRIV	U40100DL2021PTC388833	Subsidiary	100
44	AZURE POWER SIXTY PRIVATE	U40106DL2021PTC388805	Subsidiary	100
45	AZURE POWER SIXTY ONE PRIV	U40100DL2021PTC391011	Subsidiary	100
46	AZURE POWER SIXTY TWO PRIV	U40106DL2021PTC390823	Subsidiary	100
47	KOTUMA WIND PARKS PRIVAT	U40108DL2021PTC423470	Subsidiary	100
48	TWO WIND ENERGY PRIVATE L	U40106DL2020PTC423469	Subsidiary	100
49	AZURE POWER SIXTY THREE PF	U40106DL2022PTC394361	Subsidiary	100
50	AZURE POWER SIXTY FOUR PR	U40106DL2022PTC394302	Subsidiary	100
51	AZURE GREEN HYDROGEN PRI	U24290DL2022PTC393724	Subsidiary	100
52	AZURE ENERGY TRANSITION PI	U40100DL2022PTC395329	Subsidiary	100
53	AZURE POWER MERCURY PRIV	U40100DL2014PTC273986	Subsidiary	51.4
54	AZURE POWER SATURN PRIVA	U40300DL2014PTC274382	Subsidiary	51.4
55	AZURE POWER SIXTY FIVE PRIV	U40100DL2022PTC397865	Subsidiary	100
56	AZURE POWER SIXTY SIX PRIVA	U40106DL2022PTC397867	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	43,333,333	6,920,619	6,920,619	6,920,619
Total amount of equity shares (in Rupees)	433,333,330	69,206,190	69,206,190	69,206,190

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	43,333,333	6,920,619	6,920,619	6,920,619
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	433,333,330	69,206,190	69,206,190	69,206,190

(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
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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	6,920,619	0	6920619	69,206,190	69,206,190	

Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
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 <input type="text"/>						
At the end of the year	6,920,619	0	6920619	69,206,190	69,206,190	
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 <input type="text"/>						
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		<input type="text"/>
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			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

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

(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

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,862,527,655

(ii) Net worth of the Company

47,337,806,190

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)	6,818,030	98.52	0	
10.	Others	0	0	0	
	Total	6,818,030	98.52	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	1.41	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	1.48	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	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	3	2	3	0	0
(i) Non-Independent	1	0	2	0	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	5	0	3	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	5	0	3	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	8	2	6	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)
Sugata Sircar	01119161	Director	0	
Supriya Prakash Sen	07932937	Director	0	30/09/2024
Delphine Voeltzel	09552048	Nominee director	0	13/08/2024
Sunil Kumar Gupta	07095152	Managing Director	0	
Richard Payette	10197262	Director	0	
Jean Francois Joseph I	10091387	Director	0	
Jaime Garcia Nieto	10412601	Nominee director	0	
Philippe Pierre Wind	10364432	Nominee director	0	

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

16

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)
Sugata Sircar	01119161	Director	01/05/2023	Change in designation
Jean Francois Josep	10091387	Additional director	24/04/2023	Appointment
Jean Francois Josep	10091387	Director	29/09/2023	Change in designation
Christine Ann McNai	01993894	Additional director	26/06/2023	Cessation
Richard Payette	10197262	Additional director	01/07/2023	Appointment
Richard Payette	10197262	Director	29/09/2023	Change in designation
Rupesh Agarwal	08478749	Managing Director	10/07/2023	Cessation
Sunil Kumar Gupta	07095152	Additional director	08/08/2023	Appointment
Sunil Kumar Gupta	07095152	Managing Director	08/08/2023	Change in designation
Richard Alan Rosling	00311138	Nominee director	11/10/2023	Cessation
Deepak Malhotra	08625060	Nominee director	29/10/2023	Cessation
Cyril Sebastien Dom	07692696	Nominee director	30/10/2023	Cessation
Philippe Pierre Wind	10364432	Nominee director	31/10/2023	Appointment
Jaime Garcia Nieto	10412601	Nominee director	01/12/2023	Appointment
Mangalath Unnikrish	01460245	Nominee director	13/03/2024	Cessation
Sunil Kumar Gupta	07095152	Managing Director	29/09/2023	Change in designation

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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Mee	29/09/2023	6	3	98.52
Extra Ordinary General Mee	16/02/2024	6	3	98.52
Annual General Meeting	12/02/2024	6	3	98.52

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2023	10	9	90
2	15/06/2023	10	7	70
3	21/06/2023	10	9	90
4	12/07/2023	9	9	100
5	08/08/2023	9	9	100
6	11/10/2023	10	9	90
7	31/10/2023	7	6	85.71
8	06/11/2023	8	6	75
9	30/12/2023	9	7	77.78
10	12/01/2024	9	7	77.78
11	14/03/2024	9	8	88.89
12	27/03/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

20

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	Finance Comm	05/04/2023	3	2	66.67

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
2	Finance Comm	19/06/2023	4	4	100
3	Finance Comm	04/07/2023	4	3	75
4	Finance Comm	06/12/2023	4	3	75
5	Finance Comm	08/03/2024	3	3	100
6	Finance Comm	30/03/2024	3	3	100
7	Corporate Soc	01/06/2023	3	3	100
8	Corporate Soc	27/07/2023	3	3	100
9	Corporate Soc	26/10/2023	3	3	100
10	Corporate Soc	04/03/2024	3	2	66.67

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	30/09/2024
								(Y/N/NA)
1	Sugata Sircar	12	12	100	5	5	100	Yes
2	Supriya Praka	12	9	75	14	11	78.57	No
3	Delphine Voel	12	10	83.33	0	0	0	Not Applicable
4	Sunil Kumar G	7	7	100	3	3	100	No
5	Richard Payet	9	9	100	9	9	100	No
6	Jean Francois	12	12	100	10	10	100	No
7	Jaime Garcia l	4	2	50	0	0	0	No
8	Philippe Pierre	4	4	100	1	1	100	No

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sunil Kumar Gupta	MANAGING DIR	30,290,517	0	0	1,601,613	31,892,130
2	Rupesh Agarwal	MANAGING DIR	37,177,392	0	0	5,100	37,182,492
	Total		67,467,909	0	0	1,606,713	69,074,622

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
1	Sugata Sircar	GROUP CFO	30,207,800	0	0	0	30,207,800
2	Pawan Kumar Agra	CFO	55,941,380	0	0	1,463,484	57,404,864
	Total		86,149,180	0	0	1,463,484	87,612,664

Number of other directors whose remuneration details to be entered

0

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

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(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

29/08/2024

(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:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SUGATA
SIRCAR

Digitally signed by
SUGATA SIRCAR
Date: 2024.11.27
11:14:32 +05'30'

DIN of the director

0*1*9*6*

To be digitally signed by

KAPIL
SHARMA

Digitally signed by
KAPIL SHARMA
Date: 2024.11.27
11:15:37 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

3*1*4

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Committee Meetings.pdf

Form MGT 8_AZl.pdf

List of Shareholders_ as on 31st Mar 2024.

Declaration Letter_Designated Partner_AZ

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 2024

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

Issued Share Capital: INR 6,92,06,190

Subscribed Share Capital: INR 6,92,06,190

Paid-up Share Capital: INR 6,92,06,190

Name of the Shareholders	Security Type	Number of Shares	Shareholding (%)
Azure Power Global Limited	Equity Share	68,18,030	98.52
Mr. Inderpreet Singh Wadhwa	Equity Share	97,497	1.41
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		69,20,619	100

For and on behalf of
Azure Power India Private Limited

Digitally signed by
KAPIL SHARMA
Date: 2024.11.27
10:54:58 +05'30'

Kapil Sharma
Company Secretary
Membership No: A37154
Address: EA-175, Second Floor,
Inderpuri, Delhi-110012

Azure Power India Private Limited

CIN: U40106DL2008PTC174774

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

Regd. Office: DSC-304, Second Floor, DLF South Court, Saket District Centre, New Delhi - 110017

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
1.	Audit & Risk Committee	19-Jun-23	3	3	100
2.		12-Jul-23	3	3	100
3.		07-Aug-23	3	3	100
4.		23-Aug-23	3	3	100
5.		12-Sep-23	3	3	100
6.		11-Oct-23	3	3	100
7.		06-Nov-23	3	2	66.67
8.		30-Dec-23	3	3	100
9.		12-Jan-24	3	3	100
10.		24-Jan-24	3	2	66.67

Azure Power India Private Limited

CIN: U40106DL2008PTC174774

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

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cs@azurepower.com



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[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11 (2) of 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)** and having registered office at DSC-304, Second Floor, DLF South Court, Saket District Centre, Saket (South Delhi), New Delhi, 110017 ("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, 2024. 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 thereunder, during the aforesaid financial year, is provided hereunder:

1. The Company continues 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 the official website of Ministry of Corporate Affairs, the company has filed certain e-forms and returns with the Registrar of Companies, NCT of Delhi & Haryana with additional fee. However, the Company was not required to file any form or return with Central Government, Regional Director, Tribunal, Court & Company Law Board or other authorities during the financial year.
4. The Calling/ convening/ holding meetings of Board of Directors and the meetings of the Members *(except for the Annual General Meetings of the members of the company for the year ended 31st March, 2023 which was required to be held within the six months from the end of the financial year, i.e. 30th September, 2023 but the same was held on 29th May, 2024)* on 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, if any have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.
5. The Company was 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 not entered into any contract/arrangement/transactions with related parties as specified in the Section 188 of the Act during the financial year.
8. The company has not issued or allotted or transferred or transmitted or buy back any shares and there was no instances of redemption of preference shares or debentures, alteration or reduction of share capital and conversion of shares/ securities and issue of security certificates 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 is not required to transfer any amounts in an 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 statement were signed in accordance with the provisions of Section 134 of the Act and the 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:
 1. Mr. Sugata Sircar designation was changed to Executive Director Finance of the company at the meeting held on 01st May, 2023
 2. Mr. Jean Francois Joseph Boisvenu was appointment as Non-Executive Additional Director w.e.f 24th April, 2023 and further regularised as the Director at the meeting held on 29th September, 2023.
 3. Ms. Christine Ann McNamara was resigned from the Board with effect from 26th June, 2023
 4. Mr. Richard Payette was appointment as Non-Executive Additional Director w.e.f 01st July, 2023 and further regularised as the Director at the meeting held on 29th September, 2023.
 5. Mr. Rupesh Agarwal was resigned from the Board with effect from 10th July, 2023
 6. Mr. Sunil Kumar Gupta was appointment as an Additional Director w.e.f 08th August, 2023 and subsequently as Managing Director w.e.f 08th August, 2023. Further regularized pursuant to Shareholders approval dated 29th September, 2023.



7. Mr. Richard Alan Rosling was resigned from the Board with effect from 11th October, 2023.
8. Mr. Deepak Malhotra was resigned from the Board with effect from 29th October, 2023
9. Mr. Cyril Sebastien Dominique Cabanes was resigned from the Board with effect from October 30, 2023.
10. Mr. Philippe Pierre Wind was appointment as Nominee Director w.e.f 31st October, 2023
11. Mr. Jaime Garcia Nieto was appointment as Nominee Director w.e.f 01st December, 2023.
12. Mr. Mangalath Unnikrishnan was resigned from the Board with effect from March 13, 2024.

Further after the end of financial year, the following changes took place in the composition of the Board of Directors:

1. Mr. Brijesh Mehra was appointment as Nominee Director w.e.f 08th May, 2024.
2. Mr. Julian Suresh Paul Gratiaen was appointment as Nominee Director w.e.f 13th August, 2024.
3. Ms. Delphine Voeltzel was resigned from the Board w.e.f 13th August, 2024
4. Ms. Supriya Prakash Sen was resigned from the Board w.e.f 30th September, 2024
5. Ms. Pratibha Bajaj was appointed as Nominee Director w.e.f 30th October, 2024

Further, the company has complied with the provisions relating to the disclosures of directors. The provisions relating to appointment of Key Managerial Personnel are not applicable to the company.

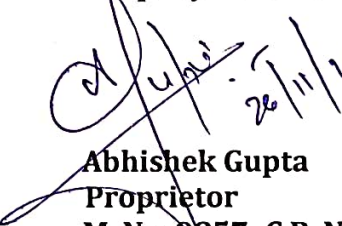
13. As per the information provided by the Company, M/s. ASA & Associates LLP, Chartered Accountants, (Firm Registration No. 009571N/N500006) were appointed as the Statutory Auditors of the Company for a term of 5 consecutive years in the Annual General Meeting (AGM) held for the Financial Year 2022-23 on May 29, 2024 to hold the office till the conclusion of AGM of the Company to be held for the Financial Year 2027-28.
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 from the Registrar of Companies

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "ASA & Associates LLP" around the top and "Chartered Accountants" around the bottom. The signature is a stylized, cursive script.

for the financial year ended 31st March, 2023. 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. As per the information furnished to us, the Company has not invited any deposits falling within the purview of relevant sections of the Act during the financial year.
16. As per the information furnished to us, the Company has obtained borrowings from public financial institutions / banks / body corporate and filed necessary documents for creation / modification / satisfaction of charges 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**


Abhishek Gupta
Proprietor



Place: Delhi
Date: 26.11.2024

M. No. 9857; C.P. No.: 12262
UDIN: F009857F002775499
Peer Review Certificate No. 2375/2022

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