

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

U11100MH2012PTC234446

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECC9599B

(ii) (a) Name of the company

SHAPOORJI PALLONJI ENERGY

(b) Registered office address

70, NAGINDAS MASTER ROAD FORT NA
MUMBAI
Mumbai City
Maharashtra
400023

(c) *e-mail ID of the company

compliance.spogl@shapoorji.c

(d) *Telephone number with STD code

02261155800

(e) Website

(iii) Date of Incorporation

14/08/2012

(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

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	B	Mining and quarrying	B5	Mining Support Services activities	100

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	SHAPOORJI PALLONJI AND CO	U45200MH1943PTC003812	Holding	100
2	SHAPOORJI PALLONJI OIL AND	U11102MH2017PTC295437	Subsidiary	100
3	SHAPOORJI PALLONJI ENERGY	U11102MH2010PTC209600	Subsidiary	100
4	S.P. ENGINEERING SERVICES PT		Subsidiary	99.98
5	SHAPOORJI PALLONJI BUMI AF	U11200MH2016PTC283882	Joint Venture	69.99
6	SP ARMADA CLEAN ENERGY VI	U45209MH2021PTC356852	Joint Venture	51
7	SHAPOORJI PALLONJI ARMADA	U40200MH2020PTC340867	Joint Venture	60
8	SP ARMADA OIL EXPLORATION	U11100MH2011PTC225048	Joint Venture	51
9	ARMADA C7 PTE. LTD.		Joint Venture	51.02
10	ARMADA D1 PTE. LTD.		Joint Venture	51

11	ARMADA 98/2 PTE. LTD.		Joint Venture	70
12	KARAPAN ARMADA MADURA I		Joint Venture	51
13	ARMADA MADURA EPC LIMITE		Joint Venture	70

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	1,250,050,000	10,606,798	10,606,798	10,606,798
Total amount of equity shares (in Rupees)	12,500,500,000	106,067,980	106,067,980	106,067,980

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	1,250,050,000	10,606,798	10,606,798	10,606,798
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	12,500,500,000	106,067,980	106,067,980	106,067,980

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	125,500,000	115,967,925	115,967,925	115,967,925
Total amount of preference shares (in rupees)	12,550,000,000	11,596,792,500	11,596,792,500	11,596,792,500

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	125,500,000	115,967,925	115,967,925	115,967,925
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	12,550,000,000	11,596,792,500	11,596,792,500	11,596,792,500

(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	6	10,606,792	10606798	106,067,980	106,067,980	
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						
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	10,606,792	10606798	106,067,980	106,067,980	
Preference shares						

At the beginning of the year	8,270,000	98,173,000	106443000	10,644,300,	10,644,300	
Increase during the year	9,524,925	0	9524925	952,492,500	952,492,500	952,492,500
i. Issues of shares	9,524,925	0	9524925	952,492,500	952,492,500	952,492,500
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	17,794,925	98,173,000	115967925	11,596,792,	11,596,792	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

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" value="30/09/2022"/>
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Date of registration of transfer (Date Month Year)	<input type="text" value="07/10/2022"/>
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Type of transfer	<input type="text" value="Debentures"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="600"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="1,000,000"/>
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Ledger Folio of Transferor	<input type="text" value="IN30152430042308"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text" value="RATEFIN INVESTMENTS LIMITEI"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="IN30005410118928"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text" value="RASELLE CAPITAL VCC"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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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"/>
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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	1,200	1000000	1,200,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			1,200,000,000

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	1,200,000,000	0	0	1,200,000,000
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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

67,398,164

(ii) Net worth of the Company

14,865,501,016

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	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	10,606,798	100	115,967,925	100
10.	Others	0	0	0	0
	Total	10,606,798	100	115,967,925	100

Total number of shareholders (promoters)

8

(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	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

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

8

**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	8	8
Members (other than promoters)	0	0
Debenture holders	3	3

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	1	0	1	0	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	4	0	4	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	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	0	5	0	5	0	0

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

7

(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)
SHAPOORJI PALLONJ	00010114	Director	0	
PALLON SHAPOORJI M	05229734	Director	0	
UMESH NARAIN KHAN	03634361	Director	0	
JAI LAXMIKANT MAVA	05260191	Director	0	
RAVI SHANKAR SRINI	02031400	Director	0	
VENKATA SETHURAM	AWAPS4761N	CFO	0	
SURBHI GOYAL	ASCPG8326K	Company Secretar	0	

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

2

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)
SURABHI AGARWAL	ALEPJ7853P	Company Secretar	29/07/2022	CESSATION
SURBHI GOYAL	ASCPG8326K	Company Secretar	30/07/2022	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

3

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	30/09/2022	7	6	99.99
Extra-ordinary General Mee	07/12/2022	7	4	99.99
Extra-ordinary General Mee	28/03/2023	7	5	99.99

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/04/2022	5	4	80
2	13/07/2022	5	4	80
3	28/09/2022	5	4	80
4	28/10/2022	5	4	80
5	02/02/2023	5	3	60
6	02/03/2023	5	3	60
7	17/03/2023	5	4	80
8	28/03/2023	5	2	40

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
9	28/03/2023	5	3	60

C. COMMITTEE MEETINGS

Number of meetings held

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	CSR Committee	26/08/2022	2	2	100
2	CSR Committee	17/03/2023	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	30/09/2023
								(Y/N/NA)
1	SHAPOORJI I	9	1	11.11	0	0	0	Yes
2	PALLON SHA	9	6	66.67	0	0	0	Yes
3	UMESH NARA	9	8	88.89	2	2	100	Yes
4	JAI LAXMIKA	9	9	100	0	0	0	Yes
5	RAVI SHANK	9	7	77.78	2	2	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

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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VENKATA SETHURAM	CHIEF FINANCIAL OFFICER	19,388,903	0	0	0	19,388,903
2	SURBHI GOYAL	COMPANY SECRETARY	1,041,200	0	0	0	1,041,200
3	SURABHI AGARWAL	COMPANY SECRETARY	340,990	0	0	0	340,990
	Total		20,771,093	0	0	0	20,771,093

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

Mr. Rohit Halwai

Whether associate or fellow

Associate Fellow

Certificate of practice number

19186

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. ... dated

(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

Srinivasan
Ravi
shankar
Digitally signed by
Srinivasan Ravi
shankar
Date: 2023.11.10
14:45:46 +05'30'

DIN of the director

02031400

To be digitally signed by

SURBHI
GOYAL
Digitally signed by
SURBHI GOYAL
Date: 2023.11.10
19:45:20 +05'30'

Company Secretary

Company secretary in practice

Membership number

29558

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

List of Shareholder and Debentureholder.p MGT-8-SPEPL-2022-23_SIGNED.pdf Clarification Note on MGT 7 LH.pdf

Remove attachment

Modify

Check Form

Prescrutiny

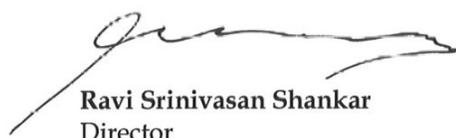
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This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

LIST OF SHAREHOLDERS
SHAPOORJI PALLONJI ENERGY PRIVATE LIMITED
AS ON 31.03.2023

DP ID-Client ID/ Folio No.	Name of Shareholder	Type of Shares	Demat/ Physical	No. of shares	Amount Per Share (INR)	Total Amount (INR)
IN3000360-21591594	Shapoorji Pallonji And Company Private Limited	Equity	Demat	1,06,06,792	10	10,60,67,920
4	Shapoorji Pallonji And Company Private Limited jointly with Kerman Master	Equity	Physical	1	10	10
5	Shapoorji Pallonji And Company Private Limited jointly with Roshen M. Nentin	Equity	Physical	1	10	10
6	Shapoorji Pallonji And Company Private Limited jointly with Firoze K. Bhatena	Equity	Physical	1	10	10
7	Shapoorji Pallonji And Company Private Limited jointly with Kekoo Homji Coolah	Equity	Physical	1	10	10
8	Shapoorji Pallonji And Company Private Limited jointly with Adil P. Khambata	Equity	Physical	1	10	10
9	Shapoorji Pallonji And Company Private Limited jointly with Ardeshir Daruwalla	Equity	Physical	1	10	10
	Total Equity shares (A)			1,06,06,798		10,60,67,980
IN3000360-21591594	Shapoorji Pallonji And Company Private Limited	Preference	Demat	9,81,73,000	100	9,81,73,00,000
P1			Physical	1,77,94,925	100	1,77,94,92,500
	Total Preference Shares (B)			11,59,67,925	100	11,59,67,92,500
	Total (Equity(A) + Preference (B))			12,65,74,723		11,70,28,60,480

For Shapoorji Pallonji Energy Private Limited



Ravi Srinivasan Shankar

Director

DIN: 02031400

Date: 08-11-2023



Shapoorji Pallonji Energy Private Limited

(Formerly known as Shapoorji Pallonji Oil and Gas Private Limited)

Corporate Office: SP Centre, 41/44, Minoo Desai Marg, Colaba, Mumbai - 400 005

Regd. Office: 70, Nagindas Master Road, Fort, Mumbai - 400 023

Administrative Office: Forbes Building, 2nd Floor, West Wing, Charanjit Rai Marg, Fort, Mumbai - 400 001, India

T: +91 22 6115 5800 • F: +91 22 6115 5801 • W: www.shapoorjipallonjienergy.com

CIN: U11100MH2012PTC234446



LIST OF DEBENTUREHOLDERS
SHAPOORJI PALLONJI ENERGY PRIVATE LIMITED
AS ON 31.03.2023

Type of Securities	Secured, Unrated and Unlisted Non-Convertible Debentures
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DP ID-Client ID/ Folio No.	Name of Debenture Holder	Demat/ Physical	No. of Debentures	Amount Per Debenture (INR)	Total Amount (INR)
IN300054-10118928	Raselle Capital VCC	Demat	600	10,00,000	60,00,00,000
IN301524 - 30043399	Investment Opportunities IV Pte. Limited	Demat	128	10,00,000	12,80,00,000
IN301524 - 30047248	Investment Opportunities V Pte. Limited	Demat	472	10,00,000	47,20,00,000
	Total Debentures		1200		120,00,00,000

For Shapoorji Pallonji Energy Private Limited


Ravi Srinivasan Shankar
Director
DIN: 02031400
Date: 08-11-2023



Shapoorji Pallonji Energy Private Limited

(Formerly known as Shapoorji Pallonji Oil and Gas Private Limited)

Corporate Office: SP Centre, 41/44, Minoo Desai Marg, Colaba, Mumbai - 400 005

Regd. Office: 70, Nagindas Master Road, Fort, Mumbai - 400 023

Administrative Office: Forbes Building, 2nd Floor, West Wing, Charanjit Rai Marg,

Fort, Mumbai - 400 001, India

T: +91 22 6115 5800 • F: +91 22 6115 5801 • W: www.shapoorjipallonjienergy.com

CIN: U11100MH2012PTC234446



Shapoorji Pallonji

ENERGY

Form No. MGT-8
of

Shapoorji Pallonji Energy Private Limited

(formerly known as "Shapoorji Pallonji Oil and Gas Private Limited")

*[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

We have examined the registers, records and books and papers of **Shapoorji Pallonji Energy Private Limited (formerly known as "Shapoorji Pallonji Oil and Gas Private Limited") (CIN: U11100MH2012PTC234446)** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under ("the Rules") for the financial year ended March 31, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A.** The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** During the aforesaid financial year, the Company had complied with the provisions of the Act & Rules made there under, to the extent applicable to the Company, in respect of:
1. its status under the Act as a private limited company;
 2. maintenance of the required registers / records and making entries therein within the time prescribed therefor;



Address: Office No. 1229, 12th Floor, Navjivan Commercial Premises Co-op Hsg. Soc. (Gate No. 2), Lamington Road, Mumbai Central, Mumbai - 400008.

Emails: sitansh.mha@gmail.com : rohith.mha@gmail.com

Mob: +91 8169 822 764 : +91 9820 722 963 : **Landline:** +91 22 4970 2955

Magia Halwai & Associates

Company Secretaries

3. filing of forms and returns as stated in the annual return with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time. Wherever the forms are not filed within the prescribed time, had been filed along with additional fee;
4. calling / convening / holding meetings of Board of Directors, its Committees and the meetings of the Members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;
5. the Company was not required to do closure of Register of Members / Security holders, as the case may be during the financial year;
6. as per the information provided to us, the Company has provided corporate guarantees and / or security and / or loans / advances to companies in which directors are interested as referred in section 185 of the Companies Act 2013 (**'the Act'**), in compliance with the provisions of said Section. However, as per the information provided to us and as per the audited financials for the year ended 31st March 2023, the Company has not provided corporate guarantees / loans / advances to directors or firms in which directors are interested;
7. as per the information and confirmation provided to us, the Company was not required to comply with the provisions of Section 188 of the Act in terms of contracts / arrangements with related parties, since the same were at arms' length and in ordinary course of business;



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8. as per the information provided to us, during the financial year, the Company has not made any buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares or securities / transmission of securities. However, the Company has issued certain securities during the financial year under review and had accordingly duly issued relevant securities certificate in this regard. Also, there was transfer of certain securities in demat mode during the financial year under review.
9. there were no instances necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. as per the information provided to us, the Company has not declared any dividend including interim dividend during the financial year, hence there was no need to open and deposit dividend amount in the separate Bank Account;
11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of Directors is as per sub- sections (3), (4) and (5) thereof.
12. constitution / appointment / re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.
13. Appointment / re-appointment of auditors as per the provisions of section 139 of the Act;
14. As per the information provided to us, apart from change in name of the Company from 'Shapoorji Pallonji Oil and Gas Private Limited' to 'Shapoorji Pallonji Energy Private Limited' w.e.f. 6th January 2023 as well as change in main object clause of Memorandum of Association of the Company, there were no instances requiring approvals to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the provisions of the Act during the financial year under review.



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15. as per the information provided to us, the Company has not invited / accepted / renewed / repaid any deposits falling within the purview of Section 73 of the Act during the financial year;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable and required;
17. As per the information and confirmation provided to us, the Company has complied with the provisions of Section 186 with respect to loans and / or guarantee given and / or providing of securities and / or investments made by the Company during the financial year under review;
18. As per the information provided to us and as stated above, there were instances of alteration of provisions of the Memorandum of Association. Also, there was an instance of alteration of Articles of Association of the Company during the financial year under review.

Place: Mumbai
Date: 3rd November 2023

For Magia Halwai & Associates
Company Secretaries
(A Peer Reviewed Firm)



Rohit Halwai
Partner
P.R. No.: 1669/2022
ACS: 25957
COP: 19186
UDIN: A025957E001620825

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Date: 10/11/2023

To,
The Registrar of Companies,
100, Everest, Marine Drive,
Mumbai- 400002, Maharashtra.

Name of Company	Shapoorji Pallonji Energy Private Limited (formerly known as "Shapoorji Pallonji Oil and Gas Private Limited")
CIN	U11100MH2012PTC234446
Incorporation Date	14/08/2012

Sub: Note on e-form MGT 7 for FY 2022-23

Respected Sir/ Mam,

This is with respect to the captioned-subject matter and e-Form MGT-7 of "**Shapoorji Pallonji Energy Private Limited**" (the Company), please note the below:

For point no. V (ii) "Net worth of the Company" -

The provided Net Worth of the Company for FY ended March 31, 2023 is calculated as per the provision of section 2 (57) of Companies Act, 2013 and accordingly, the calculation is tabulated below:

S. No.	Particulars	Amount (Rs.)
a. (i)	Paid-up share capital	11,70,28,60,480
(ii)	Reserves created out of the profits* (except reserves created out of revaluation of assets, write-back of depreciation and amalgamation)	16,77,32,729
(iii)	Securities Premium Account	95,23,96,650
(iv)	Debit or Credit balance of profit and loss account (Retained Earnings)	2,04,25,11,157
	Total (a)	14,86,55,01,016
b. (i)	Accumulated Loss	-
(ii)	Deferred Expenditure	-
(iii)	Miscellaneous Expenditure not written off	-
(iv)	Miscellaneous expense and preliminary expenses	-
(v)	Other intangible assets	-
	Total (b)	-
c.	Net Worth (a) - (b)	14,86,55,01,016

* The company has included the amount of Debenture Redemption Reserve.

We request your good office to please take note of the provided details and accept our e-form MGT -7.

For Shapoorji Pallonji Energy Private Limited

Srinivasa Digitally signed
by Srinivasan
Ravi shankar
Date: 2023.11.10
14:44:52 +05'30'

Ravi Shankar Srinivasan
Director
DIN: 02031400

Shapoorji Pallonji Energy Private Limited

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