

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]



सत्यमेव जयते

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

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

(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

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 | 99.99 |
| 5 | S.P. OIL & GAS MALAYSIA SDN. | | Subsidiary | 99.99 |
| 6 | SHAPOORJI PALLONJI 98/2 CO | | Subsidiary | 99.99 |
| 7 | SHAPOORJI PALLONJI BUMI AF | U11200MH2016PTC283882 | Joint Venture | 69.99 |
| 8 | SP ARMADA CLEAN ENERGY VI | U45209MH2021PTC356852 | Joint Venture | 51 |
| 9 | SHAPOORJI PALLONJI ARMAD. | U40200MH2020PTC340867 | Joint Venture | 60 |
| 10 | SP ARMADA OIL EXPLORATION | U11100MH2011PTC225048 | Joint Venture | 51 |

| | | | | |
|----|--------------------------|--|---------------|-------|
| 11 | ARMADA C7 PTE. LTD. | | Joint Venture | 51.02 |
| 12 | ARMADA D1 PTE. LTD. | | Joint Venture | 51 |
| 13 | ARMADA 98/2 PTE. LTD. | | Joint Venture | 70 |
| 14 | KARAPAN ARMADA MADURA I | | Joint Venture | 51 |
| 15 | 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 | 175,500,000 | 126,068,964 | 126,068,964 | 126,068,964 |
| Total amount of preference shares (in rupees) | 17,550,000,000 | 12,606,896,400 | 12,606,896,400 | 12,606,896,400 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Preference share | | | | |
| Number of preference shares | 175,500,000 | 126,068,964 | 126,068,964 | 126,068,964 |
| Nominal value per share (in rupees) | 100 | 100 | 100 | 100 |
| Total amount of preference shares (in rupees) | 17,550,000,000 | 12,606,896,400 | 12,606,896,400 | 12,606,896,400 |

(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 | 17,794,925 | 98,173,000 | 115967925 | 11,596,792, | 11,596,792 | |
| Increase during the year | 9,163,539 | 937,500 | 10101039 | 1,010,103,9 | 1,010,103,0 | |
| i. Issues of shares | 9,163,539 | 937,500 | 10101039 | 1,010,103,9 | 1,010,103,9 | |
| 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 | 26,958,464 | 99,110,500 | 126068964 | 12,606,896, | 12,606,896 | |

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"/> |
|---|----------------------|

| | |
|--|----------------------|
| 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 | 1,200,000,000 | 0 | 1,200,000,000 | 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 | <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

90,536,315

(ii) Net worth of the Company

18,438,860,366

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 | 126,068,964 | 100 |
| 10. | Others | 0 | 0 | 0 | 0 |
| | Total | 10,606,798 | 100 | 126,068,964 | 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 | 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 | 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 PALLON, | 00010114 | Director | 0 | |
| PALLON SHAPOORJI | 05229734 | Director | 0 | |
| UMESH NARAIN KHAI | 03634361 | Director | 0 | |
| JAI LAXMIKANT MAVA | 05260191 | Director | 0 | |
| RAVI SHANKAR SRIN | 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

0

| 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) |
|------|---------|--|---|--|
| | | | | |

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

4

| 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 | 03/07/2023 | 7 | 7 | 100 |
| Extra-ordinary General Mee | 26/09/2023 | 7 | 6 | 99.99 |
| Annual General Meeting | 30/09/2023 | 7 | 5 | 99.99 |
| Extra-ordinary General Mee | 22/12/2023 | 7 | 4 | 99.99 |

B. BOARD MEETINGS

*Number of meetings held

11

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 04/04/2023 | 5 | 5 | 100 |
| 2 | 05/06/2023 | 5 | 4 | 80 |
| 3 | 03/07/2023 | 5 | 3 | 60 |
| 4 | 01/09/2023 | 5 | 5 | 100 |
| 5 | 26/09/2023 | 5 | 2 | 40 |
| 6 | 26/09/2023 | 5 | 2 | 40 |
| 7 | 30/09/2023 | 5 | 4 | 80 |
| 8 | 08/11/2023 | 5 | 5 | 100 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 9 | 22/12/2023 | 5 | 3 | 60 |
| 10 | 23/01/2024 | 5 | 5 | 100 |
| 11 | 20/03/2024 | 5 | 5 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

2

| 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 | 01/09/2023 | 2 | 2 | 100 |
| 2 | CSR Committee | 20/03/2024 | 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 | 30/09/2024 |
| | | | | | | | | (Y/N/NA) |
| 1 | SHAPOORJI P | 11 | 8 | 72.73 | 0 | 0 | 0 | No |
| 2 | PALLON SHA | 11 | 9 | 81.82 | 0 | 0 | 0 | No |
| 3 | UMESH NAR/A | 11 | 8 | 72.73 | 2 | 2 | 100 | Yes |
| 4 | JAI LAXMIKAI | 11 | 11 | 100 | 0 | 0 | 0 | Yes |
| 5 | RAVI SHANK/A | 11 | 7 | 63.64 | 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

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 |
|--------|---------------|-------------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | VENKATA SETHU | CHIEF FINANCIAL | 19,995,634 | 0 | 0 | 0 | 19,995,634 |
| 2 | SURBHI GOYAL | COMPANY SECRETARY | 1,831,245 | 0 | 0 | 0 | 1,831,245 |
| | Total | | 21,826,879 | 0 | 0 | 0 | 21,826,879 |

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:

- 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

RAVI SHANKAR SRINIVASAN
Digitally signed by RAVI SHANKAR SRINIVASAN
Date: 2024.11.25 12:12:38
+05'30'

DIN of the director

0*0*1*0*

To be digitally signed by

SURBHI GOYAL
Digitally signed by SURBHI GOYAL
Date: 2024.11.25
13:02:51 +05'30'

Company Secretary

Company secretary in practice

Membership number

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 31032024 RS.pdf MGT-8-SPEPL-2023-24_SIGNED.pdf Clarification Note on MGT 7 25112024 sigr |
|--|

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

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, 2024. 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, the same 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 2024, 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;

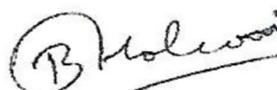


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8. as per the information provided to us, during the financial year, the Company has not made any buy back of securities / redemption of preference shares / alteration or reduction of share capital / conversion of shares or securities / transfer / transmission of securities. However, the Company has redeemed the debentures, and also issued certain securities during the financial year under review and had accordingly either duly issued relevant securities certificate or completed corporate action for crediting the demat account of respective allottees with relevant allotted shares, as may be applicable.
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, 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. As per the information and confirmation provided to us, 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. However, there was no instance of alteration of Articles of Association of the Company during the financial year under review.

Place: Mumbai

Date: 14th November 2024

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



Rohit Halwai

Partner

P.R. No.: 1669/2022

ACS: 25957

COP: 19186

UDIN: A025957F002155799

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