

Form No. MGT-7

Form language

 English Hindi**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U11100MH2012PTC234446

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	SHAPOORJI PALLONJI ENERGY PRIVATE LIMITED	SHAPOORJI PALLONJI ENERGY PRIVATE LIMITED
Registered office address	70, NAGINDAS MASTER ROAD FORT,NA,MUMBAI,Mumbai City,Maharashtra,India,400023	70, NAGINDAS MASTER ROAD FORT,NA,MUMBAI,Mumbai City,Maharashtra,India,400023
Latitude details	18.929937	18.929937
Longitude details	72.832031	72.832031

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

SPEPL_Reg Office Pic.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****9B

(c) *e-mail ID of the company

*****iance.spogl@shapoorji.com

(d) *Telephone number with STD code

02*****00

(e) Website

iv *Date of Incorporation (DD/MM/YYYY)

14/08/2012

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Private company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

29/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

--

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

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	5	Mining of Coal and lignite	100

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

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

15

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U45200MH1943PTC003812		SHAPOORJI PALLONJI AND COMPANY PRIVATE LIMITED	Holding	100
2	U09101MH2017PTC295437		SHAPOORJI PALLONJI ENERGY O&M SOLUTIONS PRIVATE LIMITED	Subsidiary	100
3	U11102MH2010PTC209600		SHAPOORJI PALLONJI ENERGY INTEGRATED SOLUTIONS PRIVATE LIMITED	Subsidiary	100
4		201323630E	S.P. ENGINEERING SERVICES PTE. LTD.	Subsidiary	99.99
5		1240941-X	S.P. OIL & GAS MALAYSIA SDN. BHD.	Subsidiary	100
6		201714174Z	SHAPOORJI PALLONJI 98/2 COMPANY PTE. LTD.	Subsidiary	100

7	U11200MH2016PTC283882		SHAPOORJI PALLONJI BUMI ARMADA GODAVARI PRIVATE LIMITED	Joint Venture	69.99
8	U45209MH2021PTC356852		SP ARMADA CLEAN ENERGY VENTURES PRIVATE LIMITED	Joint Venture	51
9	U40200MH2020PTC340867		SHAPOORJI PALLONJI ARMADA OIL AND GAS SERVICES PRIVATE LIMITED	Joint Venture	60
10	U11100MH2011PTC225048		SP ARMADA OIL EXPLORATION PRIVATE LIMITED	Joint Venture	51
11		201132185E	ARMADA C7 PTE. LTD.	Joint Venture	51.02
12		201104521C	ARMADA D1 PTE. LTD.	Joint Venture	51
13		201707253H	ARMADA 98/2 PTE. LTD.	Joint Venture	70
14		201728123H	KARAPAN ARMADA MADURA PTE. LTD.	Joint Venture	51
15		74936	ARMADA MADURA EPC LIMITED	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	1250050000.00	10606798.00	10606798.00	10606798.00
Total amount of equity shares (in rupees)	12500500000.00	106067980.00	106067980.00	106067980.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	1250050000	10606798	10606798	10606798
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	12500500000	106067980	106067980	106067980

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	175500000.00	126068964.00	126068964.00	126068964.00
Total amount of preference shares (in rupees)	17550000000.00	12606896400.00	12606896400.00	12606896400.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference				
Number of preference shares	175500000	126068964	126068964	126068964
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	17550000000	12606896400	12606896400	12606896400

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	6	10606792	10606798.00	106067980	106067980	
Increase during the year	0.00	4.00	4.00	40.00	40.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Equity shares Dematerialized during the year	0	4	4.00	40	40	
Decrease during the year	4.00	0.00	4.00	40.00	40.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Equity shares Dematerialized during the year	4	0	4.00	40	40	
At the end of the year	2.00	10606796.00	10606798.00	106067980.00	106067980.00	
(ii) Preference shares						
At the beginning of the year	26958464	99110500	126068964.00	12606896400	12606896400	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	26958464.00	26958464.00	2695846400.00	2695846400.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify shares dematerialized during the year		26958464	26958464.00	2695846400	2695846400	
Decrease during the year	26958464.00	0.00	26958464.00	2695846400.00	2695846400.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify shares dematerialized during the year	26958464		26958464.00	2695846400	2695846400	
At the end of the year	0.00	126068964.00	126068964.00	12606896400.00	12606896400.00	

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		
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

Number of transfers

4

Attachments:

1. Details of shares/Debentures Transfers

Transfer Details.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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

80412418

ii * Net worth of the Company

21311913835.44

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	10606798	100.00	126068964	100.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	10606798.00	100	126068964.00	100

Total number of shareholders (promoters)

B 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	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	0.00	0	0.00	0

Total number of shareholders (other than promoters)

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

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	2
3	Individual - Transgender	0
4	Other than individuals	1
	Total	3.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	8	3
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	0.00	0.00
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	0.00	0.00
i. Banks and 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	0.00	0.00

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

6

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SHAPOORJI PALLONJI MISTRY	00010114	Director	0	
PALLON MISTRY	05229734	Director	0	
UMESH NARAIN KHANNA	03634361	Director	0	
JAI LAXMIKANT MAVANI	05260191	Director	0	
RAVI SHANKAR SRINIVASAN SRINIVASAN	02031400	Director	0	

VENKATA SETHURAMAN SUBRAMANIAN	AWAPS4761N	CFO	0	
--------------------------------------	------------	-----	---	--

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

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
SURBHI GOYAL	ASCPG8326K	Company Secretary	10/01/2025	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

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2024	3	3	100

B BOARD MEETINGS

*Number of meetings held

10

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/06/2024	5	4	80
2	12/08/2024	5	5	100
3	27/09/2024	5	2	40
4	30/09/2024	5	2	40

5	17/10/2024	5	5	100
6	25/11/2024	5	2	40
7	30/12/2024	5	2	40
8	20/01/2024	5	5	100
9	11/03/2025	5	3	60
10	28/03/2025	5	4	80

C COMMITTEE MEETINGS

Number of meetings held

2

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	CSR Committee Meeting	30/08/2024	2	2	100
2	CSR Committee Meeting	04/03/2025	2	2	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 29/09/2025 (Y/N/NA)
		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	
1	JAI LAXMIKANT MAVANI	10	6	60	2	2	100	No
2	RAVI SHANKAR SRINIVASAN SRINIVASAN	10	5	50	0	0	0	No
3	SHAPOORJI PALLONJI MISTRY	10	7	70	0	0	0	No
4	PALLON MISTRY	10	7	70	2	2	100	Yes
5	UMESH NARAIN KHANNA	10	9	90	0	0	0	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil

A *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
	Total		0.00	0.00	0.00	0.00	0.00

B *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 SETHURAMAN SUBRAMANIAN	CFO	20827000	0	0	0	20827000.00
2	SURBHI GOYAL	Company Secretary	1775000	0	0	0	1775000.00
	Total		22602000.00	0.00	0.00	0.00	22602000.00

C *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
	Total		0.00	0.00	0.00	0.00	0.00

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 THEREOFA *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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

XIV Attachments

(a) List of share holders, debenture holders

(b) Optional Attachment(s), if any

XV 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.

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 applicable 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 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 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.

I/ We have examined the registers, records and books and papers of

SHAPOORJI PALLONJI ENERGY PRIVATE LIMITED
--

 as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY)

31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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 has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 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/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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 Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping 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 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 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/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

SITANSH MAGIA

Date (DD/MM/YYYY)

20/11/2025

Place

MUMBAI

Whether associate or fellow:

Associate Fellow

Certificate of practice number

1*9*2

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

CDLPB3436R

*(b) Name of the Designated Person

FARIDA MURTUZA BHATIA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*

(DD/MM/YYYY) to sign this form and declare that all the requirements of 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.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*0*1*0*

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

5*2*0

Certificate of practice number

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

For office use only:

eForm Service request number (SRN)

AB9823956

eForm filing date (DD/MM/YYYY)

15/12/2025

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, 2025. 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:

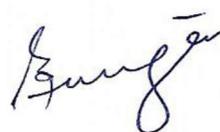
- A.** The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** During the aforesaid financial year, the Company had complied with the provisions of the Act & Rules made there under, to the extent applicable to the Company, in respect of:
1. 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;



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 2025, 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;



8. as per the information provided to us, during the financial year, the Company has not made any issue of securities / buy back of securities / redemption of securities / alteration or reduction of share capital / conversion of shares or securities / transmission of securities. However, the Company has approved various transfer of shares during the financial year under review and had accordingly duly issued relevant updated securities certificate to the transferees.
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 / resignation / 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.



Magia Halwai & Associates

Company Secretaries

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, as applicable to it, 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 no instances of alteration of provisions of the Memorandum of Association and Articles of Association of the Company during the financial year under review.

Place: Mumbai

Date: 20th November 2025

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



**Sitansh Magia
Partner**

P.R. No.: 1669/2022

ACS: 15169

COP: 18972

UDIN: A015169G001973171

Address: Office No. 127, Gr. Flr., Raghuleela Mega Mall, Behind Poisar Bus Depot, Kandivali West, Mumbai-400067.

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

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