

**NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF  
AMPIN ENERGY TRANSITION PRIVATE LIMITED**

(Convened pursuant to order dated 16<sup>th</sup> July, 2025 and subsequent clarification by order dated 02<sup>nd</sup> September 2025, by the Hon'ble National Company Law Tribunal, New Delhi Bench at Delhi ("NCLT"))

**DETAILS OF THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS**

Day	Friday
Date	28 <sup>th</sup> November 2025
Time	12:00 P.M.
Venue	Meeting to be held through Video Conferencing/Other Audio Visual Means ("VC/OAVM") to be held at the Registered office of the Applicant Transferee Company at 309, 3rd Floor, Rectangle One, Behind Sheraton Hotel, Saket, New Delhi- 110017.

**REMOTE E-VOTING:**

Start Day, Date and Time	Monday, 24 <sup>th</sup> November 2025 at 10:00 AM
End Day, Date and Time	Thursday, 27 <sup>th</sup> November 2025 at 5:00 PM
Cut-off Date for Remote E-Voting	Thursday, 27 <sup>th</sup> November 2025 at 5:00 PM



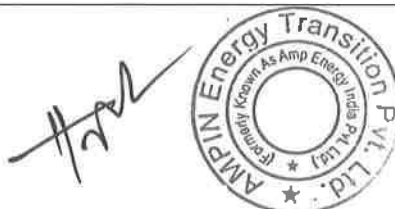
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**FORM CAA-2**  
**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**  
**NEW DELHI BENCH AT DELHI**  
**COMPANY APPLICATION C.A. (CAA) NO. 19/ND/2025**

**IN THE MATTER OF:**

SECTIONS 230 – 232, READ WITH SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

**AND IN THE MATTER OF:**

SCHEME OF AMALGAMATION AND ARRANGEMENT  
OF

**NAVEENIKARAN OORJA PRIVATE LIMITED**, a company incorporated under the Companies Act, 2013, having its registered office at 309 3rd Floor Rectangle One, Behind Sheraton Hotel Saket, Saket (South Delhi), South Delhi, New Delhi, Delhi, India, 110017, within the jurisdiction of this Hon'ble Tribunal.

..... **APPLICANT TRANSFEROR COMPANY**  
**WITH**

**AMPIN ENERGY TRANSITION PRIVATE LIMITED**, a company incorporated under the Companies Act, 2013, having its registered office at 309, 3rd Floor, Rectangle One, Behind Sheraton Hotel, Saket, South Delhi, New Delhi, Delhi, India, 110017, within the jurisdiction of this Hon'ble Tribunal.

..... **APPLICANT TRANSFEREE COMPANY**

**NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF AMPIN ENERGY TRANSITION PRIVATE LIMITED PURSUANT TO THE ORDER DATED 16<sup>th</sup> JULY 2025 AND SUBSEQUENT CLARIFICATION ORDER DATED 02<sup>nd</sup> SEPTEMBER, 2025 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH AT DELHI**

To

The Equity Shareholders of AMPIN Energy Transition Private Limited ("**Applicant Transferee Company**")

**NOTICE** is hereby given that by an order dated 16<sup>th</sup> July 2025 and subsequent clarification order dated 02<sup>nd</sup> September, 2025 (the "**Order**") in the abovementioned Company Application No. C.A.(CAA) No. 19/ND/2025, the Hon'ble National Company Law Tribunal, Delhi Bench ("**NCLT**" or "**Tribunal**") has directed a meeting of the Equity Shareholders of the Applicant Transferee Company ("**NCLT Convened Meeting**") to be held through Video Conferencing/ Other Audio Visual Means ("**VC/OAVM**") along with a facility for e-voting, for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation ("**Scheme**") between Naveenikaran Oorja Private Limited ("**Applicant Transferor Company**" or "**NOPL**") and AMPIN Energy Transition Private Limited ("**Applicant Transferee Company**" or "**AMPIN**") and their respective shareholders pursuant to the provisions of Sections 230-232 read with Section 66 of the Companies Act, 2013 ("**Act**") read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Rules**") and the other applicable provisions thereof and applicable rules thereunder.

In pursuance to the directions mentioned in the said Order, in compliance with the applicable provisions of the Act and circulars issued thereunder, as amended from time to time, notice is hereby given that meeting of the Equity Shareholders of the Applicant Transferee Company will be held


through video conferencing/other audio-visual means ("VC/OAVM"), as per the schedule mentioned below, at which day and time the Equity Shareholders of the Applicant Transferee Company are requested to attend, to consider and if thought fit, approve with or without modification(s), the resolution set out below in this Notice under Sections 230 to 232 read with Section 66 and other applicable provisions of the Act and Rules, including any statutory modification(s) or re- enactment(s) thereof for the time being in force:

Meetings	Venue	Time
Equity Shareholders	VC/OAVM	28 <sup>th</sup> November 2025 at 12:00 P.M. (IST)

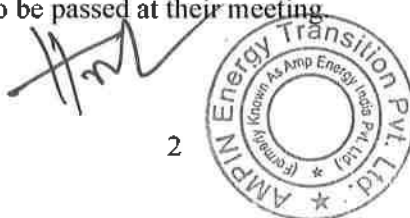
The Board of Directors of the Applicant Transferee Company, at its meeting held on 28<sup>th</sup> November, 2024 approved the above-mentioned Scheme, subject to approval of the shareholders and creditors of the Applicant Transferee Company, as may be required, and subject to the sanction of the Hon'ble NCLT and of such other authorities as may be necessary.

At the Meeting of the Equity Shareholders, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

***"RESOLVED THAT*** pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the National Company Law Tribunal, New Delhi Bench at Delhi (hereinafter referred to as the "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), approval of Equity Shareholders of AMPIN Energy Transition Private Limited ("Applicant Transferee Company") be and is hereby accorded to the Scheme of Amalgamation ("Scheme") amongst Naveenikaran Oorja Private Limited ("Applicant Transferor Company" or "NOPL") and AMPIN Energy Transition Private Limited ("Applicant Transferee Company" or "AMP") and their respective shareholders.

***RESOLVED FURTHER THAT*** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

The Applicant Transferee Company has provided facility of voting by remote electronic voting ("Remote e-voting") and e-voting during the aforesaid meeting ("Insta Poll") using facility offered by National Securities Depositories Limited, so as to enable the Equity Shareholders to cast their votes on the resolution, proposed to be passed at their meeting.



Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof under Sections 230 and 232 of the Act read with Rule 6 of the Rules along with copy of the Scheme and other documents as indicated in the index are enclosed herewith and form part of the notice. Copies of the same can also be obtained free of cost, on any day (excluding Saturday, Sunday and public holidays), from the registered office of the Applicant Transferee Company situated at 309, 3rd Floor, Rectangle One, Behind Sheraton Hotel, Saket, New Delhi – 110017, or can be downloaded from the website of the Applicant Transferee Company at <https://ampin.energy/> or obtained by emailing the aforesaid Applicant Transferee Company at [complianceofficer@ampinenergyindia.com](mailto:complianceofficer@ampinenergyindia.com), up to the date of the meeting. The cut-off date for e-voting (including remote e-voting) and time period for the remote e-voting of the aforesaid meeting is as under:

Cut-off date	31 <sup>st</sup> October 2024
Remote e-voting start date and time	10 A.M., 24 <sup>th</sup> November 2025
Remote e-voting end date and time	5 P.M., 27 <sup>th</sup> November 2025

The facility for casting vote by remote e-voting would be disabled after 05:00 P.M. on 27<sup>th</sup> November 2025. The Equity Shareholders who opt for remote e-voting will only be entitled to attend and participate in the meeting but will not be entitled to vote again during the meeting.

Equity Shareholders, whose names are recorded in the records of the Applicant Transferee Company as on the above Cut-Off date, shall only be entitled to avail the facility of e-voting and attend the meeting of the Equity Shareholders. The voting rights of Equity Shareholders shall be in proportion to value of shareholding recorded in the register of members of the Applicant Transferee Company as on Cut-Off date. Since the meetings will be held through VC/OAVM, the facility for appointment of proxies will not be available for the meetings. However, corporate shareholders etc. are entitled to appoint their authorized representatives for the purpose of voting through remote e-voting, for participation in the meeting.

The Hon'ble NCLT has appointed Justice Sunil Gaur, Rt. Judge, Delhi High Court, as the Chairperson, Nemo as the Alternate Chairperson and Mrs. Sharanya Sinha, as the Scrutinizer for the aforesaid meeting. The Scheme, if approved, in the aforesaid meetings, will be subject to the subsequent approval of the Hon'ble NCLT.

The results of the meeting shall be announced by the Chairperson of the meeting, within seven (7) days of the conclusion of the meeting upon receipt of Scrutinizer's report and the same shall be displayed on the Notice Board of the company at its Registered Office situated at 309, 3rd Floor, Rectangle One, Behind Sheraton Hotel, Saket, New Delhi – 110017 and on the website of the Applicant Transferee Company at <https://ampin.energy/>

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) or at telephone no. 022- 48867000

**Dated this 17<sup>th</sup> October 2025**  
**New Delhi**

**For AMPIN Energy Transition Private Limited**

  
**Harsh Choudhary**  
**Authorised Signatory**  
**Applicant Transferee Company**



**Registered Office of AMPIN Energy Transition Private Limited:**  
 309, 3rd Floor, Rectangle One, Behind Sheraton Hotel, Saket, New Delhi – 110017

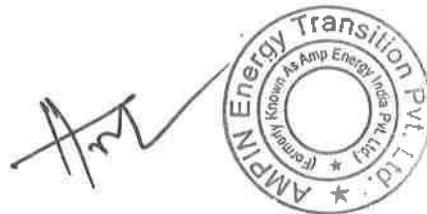
**NOTES:**

1. PURSUANT TO THE ORDER PASSED BY THE NCLT AND IN COMPLIANCE WITH THE PROVISIONS OF (I) MCA CIRCULARS; (II) SECTIONS 108 AND 230 OF THE ACT READ WITH THE RULES FRAMED THEREUNDER; THE APPLICANT TRANSFEREE COMPANY HAS PROVIDED THE FACILITY OF VOTING BY REMOTE E-VOTING AND E-VOTING AT THE MEETING SO AS TO ENABLE THE EQUITY SHAREHOLDERS TO CONSIDER AND APPROVE THE SCHEME. ACCORDINGLY, VOTING BY EQUITY SHAREHOLDERS OF THE APPLICANT TRANSFEREE COMPANY TO THE SCHEME SHALL BE CARRIED OUT ONLY THROUGH REMOTE E-VOTING AND E-VOTING AT THE MEETING FOLLOWING APPROPRIATE PROCEDURES.
2. THE PROCEEDINGS OF THIS MEETING WOULD BE DEEMED TO HAVE BEEN CONDUCTED AT THE REGISTERED OFFICE OF THE APPLICANT TRANSFEREE COMPANY AT 309, 3RD FLOOR, RECTANGLE ONE, BEHIND SHERATON HOTEL, SAKET, NEW DELHI - 110017.
3. SINCE THIS MEETING IS BEING HELD THROUGH VC/ OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE MEETING AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED HERETO. HOWEVER, CORPORATE SHAREHOLDERS ARE ENTITLED TO APPOINT THEIR AUTHORIZED REPRESENTATIVES FOR THE PURPOSE OF VOTING THROUGH REMOTE E-VOTING, FOR PARTICIPATION IN THE MEETINGS.
4. The authorized representative of a body corporate/Institution which is an Equity Shareholder of the Applicant Transferee Company may be appointed for the purpose of voting through remote e-voting, for participation in the meeting through VC/OAVM and e-voting during the meeting provided that such Equity Shareholder sends a scanned copy (PDF/JPG) format of its board or governing body resolution/authorization etc. to [complianceofficer@ampinenergyindia.com](mailto:complianceofficer@ampinenergyindia.com) with a copy to the Scrutinizer at [sharanyasinha.adv@gmail.com](mailto:sharanyasinha.adv@gmail.com) not less than 48 hours before commencement of the meeting, authorizing its representative to attend the Meeting on its behalf, vote through e-voting during the Meeting and/or vote through remote e-voting on its behalf. The said documents must be sent through email for scrutiny before the meeting or before the remote e-voting as the case maybe.
5. The Notice is being sent to all the Equity Shareholders through (i) electronic mode to those Equity Shareholders whose e-mail IDs are registered with the Company, and (ii) registered post or speed post or courier, to those Equity Shareholders who have not registered their email IDs with Company whose names appear in the records of the Applicant Transferee Company as on 31<sup>st</sup> October, 2024 cut-off date for determining Equity Shareholders eligible for e-voting for NCLT convened meeting being held through VC/OAVM. The Notice is also being displayed on the website of the Applicant Transferee Company i.e. <https://ampin.energy/>.
6. As directed by the NCLT, the quorum of the Meeting of the Equity Shareholders of the Applicant Transferee Company shall be not less than 75% in value of the Equity Shareholders. In case the quorum is not present in the e-Meeting at the scheduled time, then the e-Meeting shall be adjourned by half an hour, and thereafter the persons present at the e-Meeting shall be deemed to constitute the quorum.
7. The Scheme shall be considered approved by the Equity Shareholders of the Transferee Company if the resolution mentioned in the Notice has been approved by majority of persons



representing three-fourth in value of the Equity Shareholders present and voting at the Meeting through VC/OAVM or by remote e-voting, in terms of the provisions of Sections 230 – 232 of the Act.

8. The voting rights of the Equity Shareholders shall be in proportion to their value of equity shareholding as per the register of members of the Applicant Transferee Company as on Thursday, 31<sup>st</sup> October, 2024, i.e., Cut-Off Date.
9. As directed by the NCLT, Mrs. Sharanya Sinha, has been appointed as scrutinizer for the said NCLT convened meeting of the Equity Shareholders for conducting the e-voting at the meeting being conducted through VC/OAVM in a fair and transparent manner.
10. The scrutinizer shall after the conclusion of e-voting at the Meeting, first download the votes cast at the Meeting and thereafter download the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and submit her report to the Chairman of the Meeting. The scrutinizer's decision on the validity of the votes shall be final. The results of the votes cast through remote e-voting and e-voting during the Meeting will be announced on or before the close of the business hours on (Thursday) 04<sup>th</sup> December 2025. Thereafter, as per Order of NCLT, the Chairperson shall report the result of the meeting to the Hon'ble Tribunal within 7 (seven) days from the conclusion of the meeting.
11. The material documents referred to in the accompanying Explanatory Statement and pursuant to applicable provisions, shall be open for inspection, by the Equity Shareholders of Applicant Transferee Company at its registered office between 10.00 am to 5.00 pm on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the NCLT convened meeting.
12. The Notice convening the aforesaid NCLT convened meeting has been published through advertisement in (i) The Business Standard (English) (ii) The Jansatta (Hindi).
13. "Remote e-voting" shall mean the voting done by the Equity Shareholder during the period between Monday, 24<sup>th</sup> November 2025 (10 AM) and Thursday, 27<sup>th</sup> November 2025 (5 PM), before the date of meeting of the Equity Shareholders.
14. "E-voting (Insta Poll)" shall mean the voting done by the Equity Shareholder in the meeting of the Equity Shareholder through VC/OAVM on 28<sup>th</sup> November 2025.

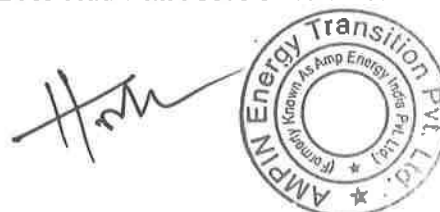




## **INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT THE MEETING**

**The instructions for Shareholders attending the NCLT Convened Meeting through VC/OAVM are as under:**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold NCLT Convened Meeting through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, NCLT Convened Meeting shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this NCLT Convened Meeting. However, the Body Corporates are entitled to appoint authorised representatives to attend the NCLT Convened Meeting through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the NCLT Convened Meeting in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the NCLT Convened Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the NCLT Convened Meeting without restriction on account of first come first served basis.
4. The attendance of the Members attending the NCLT Convened Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the NCLT Convened Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the NCLT Convened Meeting will be provided by NSDL.
6. The NCLT Convened Meeting Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. NCLT Convened Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time



**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login Method for e-Voting and joining virtual meeting for shareholders.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Password details for shareholders other than Individual shareholders are given below:
  - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
  - iii. How to retrieve your 'initial password'?
    - a) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - b) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

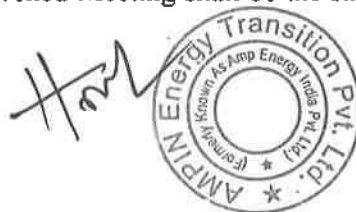
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sharanyasinha.adv@gmail.com](mailto:sharanyasinha.adv@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [complianceofficer@ampinenergyindia.com](mailto:complianceofficer@ampinenergyindia.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) or at telephone no. 022- 48867000.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE NCLT CONVENED MEETING ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the NCLT Convened Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the NCLT Convened Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the NCLT Convened Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the NCLT Convened Meeting. However, they will not be eligible to vote at the NCLT Convened Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the NCLT Convened Meeting shall be the same person mentioned for Remote e-voting.



**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE NCLT CONVENED MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the NCLT Convened Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [complianceofficer@ampinenergyindia.com](mailto:complianceofficer@ampinenergyindia.com) before 5 PM (IST) on Thursday, 27th November, 2025. The same will be replied by the company suitably.
6. Members who would like to express their views/ ask questions as a speaker at the meeting may preregister themselves by sending a request from their registered email address mentioning their names, email id and mobile number to reach the Company's email address at [complianceofficer@ampinenergyindia.com](mailto:complianceofficer@ampinenergyindia.com) before 5 PM (IST) on Thursday, 27th November, 2025. Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the meeting



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
NEW DELHI BENCH AT DELHI**

**COMPANY APPLICATION NO. C.A. (C.A.A.) 19/ND/2025**

**IN THE MATTER OF:**

The Companies Act, 2013.

**AND IN THE MATTER OF:**

Application under Sections 230 – 232 and Section 66 of the Companies Act, 2013.

**AND IN THE MATTER OF:**

**NAVEENIKARAN OORJA PRIVATE LIMITED**, a company incorporated under the Companies Act, 2013, having its registered office at 309 3rd Floor Rectangle One, Behind Sheraton Hotel Saket, Saket (South Delhi), South Delhi, New Delhi, Delhi, India, 110017, within the jurisdiction of this Hon'ble Tribunal.

..... **APPLICANT TRANSFEROR COMPANY**

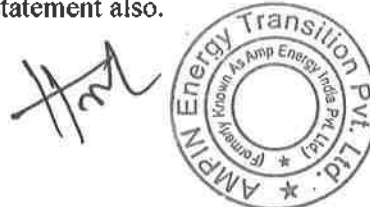
**WITH**

**AMPIN ENERGY TRANSITION PRIVATE LIMITED**, a company incorporated under the Companies Act, 2013, having its registered office at 309, 3rd Floor, Rectangle One, Behind Sheraton Hotel, Saket, South Delhi, New Delhi, Delhi, India, 110017, within the jurisdiction of this Hon'ble Tribunal.

..... **APPLICANT TRANSFeree COMPANY**

**EXPLANATORY STATEMENT UNDER SECTIONS 230 TO 232 READ WITH RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 FOR THE MEETING OF EQUITY SHAREHOLDERS OF AMPIN ENERGY TRANSITION PRIVATE LIMITED, CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH AT DELHI.**

1. This explanatory statement is being furnished pursuant to Sections 230 to 232 of the Companies Act, 2013 ("Act") read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Rules**").
2. Pursuant to an Order dated 16<sup>th</sup> July, 2025 and subsequent clarifications by order dated 02<sup>nd</sup> September, 2025 ("**Order**"), of the Hon'ble National Company Law Tribunal, New Delhi Bench at Delhi ("**Hon'ble Tribunal**" or "**NCLT**") in the Company Application No. CA (CAA) 19/ND/2025, a meeting of the Equity Shareholders of AMPIN Energy Transition Private Limited ("**Applicant Transferee Company**") is being convened on **28<sup>th</sup> November 2025 (Friday) at 12:00 PM (IST) ("NCLT Convened Meeting")** through Video Conferencing/ Other Audio Visual Means ("**VC/OAVM**") for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Amalgamation ("**Scheme**") amongst Naveenikaran Oorja Private Limited ("**Applicant Transferor Company**" or "**NOPL**") and AMPIN Energy Transition Private Limited ("**Applicant Transferee Company**" or "**AMPIN**") and their respective Shareholders.
3. A copy of the Scheme setting out in detail the terms and conditions of the arrangement, is attached to this explanatory statement and forms part of this statement. The definitions contained in the Scheme will apply to this explanatory statement also.



4. Details of AMPIN Energy Transition Private Limited (Applicant Transferee Company)

4.1. General information

<b>AMPIN Energy Transition Private Limited (Applicant Transferee Company)</b>	
<b>Corporate Identification Number (CIN)</b>	U74999DL2016FTC301067
<b>Permanent Account Number (PAN)</b>	AAOCA5172E
<b>Incorporation Date</b>	8 <sup>th</sup> June 2016
<b>Type of the company</b>	Private Limited Company
<b>Registered Office address</b>	309, 3rd Floor, Rectangle One, Behind Sheraton Hotel, Saket, New Delhi – 110017
<b>E-mail address</b>	complianceofficer@ampenergyindia.com

4.2. The objects of the Applicant Transferee Company as set out in its Memorandum of Association, *inter alia*, is as follows

1. *"To carry on the business of generating, producing, accumulating, storing, improving, buying, selling, reselling, transmitting, distributing and supplying electrical power generated using solar energy and other sources of renewable energy anywhere in India, and to act as agent, representative, consultant, collaborator, or otherwise to deal in electrical power.*
2. *To promote, initiate, conceptualize, develop, design, erect, build, set up, own, acquire, install, commission, construct, establish, maintain, improve, repair, manage, operate, alter, control, take on hire/ lease, carry out and run anywhere in India all necessary power stations, substations, power houses, transmission and distribution systems, energy conservation projects, workshops, repair shops, wires, cables, generators, machinery, electrical equipment, lines and accumulators in the capacity of principals, contractors, or otherwise and to deal in all apparatus and things required for or used in connection with generation, evacuation, distribution, supply, accumulation and transmission of energy, including in the term energy, all power that may be directly or indirectly derived there from.*
3. *To undertake and carry on the business of participating in bids, preparing project profiles, project reports, market research, feasibility studies and report, pre investment studies at micro and macro level, carrying out detailed studies for projects inclusive of physical/ engineering surveys and investigation, concept planning, detailed master planning, detailed design and engineering and all such activities that together provide the basis for the implementation of the project and to undertake studies, bid consultancy, bid process management, bid development, facilities management, project management, management of projects assets, consultancy and other supervisory services, project advisory in relation to solar power projects and other power projects and related activities."*

4.3. Main business carried on by the Applicant Transferee Company. Subsequent to its incorporation on 8<sup>th</sup> June, 2016, the Applicant Transferee Company has been engaged in the business of Engineering, Procurement and Construction (EPC) relating to infrastructure comprising power transmission and distribution which includes developing, erecting, designing, acquiring, managing, and operating solar energy power plants.

4.4. Details of change of name, registered office and main objects of the Applicant Transferee Company during the last five years. The Applicant Transferee Company was incorporated



on 08<sup>th</sup> June, 2016 as "AMPSolar India Private Limited". Thereafter, the name of the Applicant Transferee Company was changed to "AMP Energy India Private Limited" on 24<sup>th</sup> January, 2020 vide fresh certificate of incorporation pursuant to the change of name issued by the Registrar of Companies, NCT of Delhi. Further, the name of the Applicant Transferee Company was again changed to "AMPIN Energy Transition Private Limited" on 28<sup>th</sup> July, 2023 vide fresh certificate of incorporation pursuant to the change of name issued by the Registrar of Companies, NCT of Delhi.

- 4.5. The authorized, issued, subscribed and paid-up share capital of the Applicant Transferee Company as on 31<sup>st</sup> October, 2024 is as follows

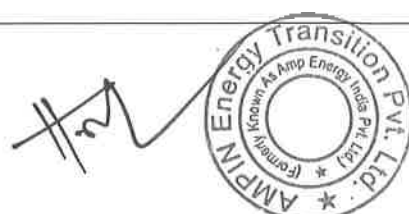
Particulars	Amount (in Rs.)
<b>Authorized Capital</b>	
1,10,000,000 equity shares of Rs.10 each fully paid up	1,10,00,00,000
13,250,000 preference shares of Rs. 1,000 each fully paid up	13,25,00,00,000
<b>Total</b>	<b>14,35,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
58,026,525 equity shares of Rs.10 each fully paid up	58,02,65,250
1,27,93,095 Compulsory Convertible Preference Shares of Rs. 1,000/- each	12,79,30,95,000
<b>Total</b>	<b>13,37,33,60,250</b>

- 4.6. Names of the Directors of the Applicant Transferee Company along with their addresses are mentioned herein below:

DIRECTORS		
S. No.	Name of Director	Address of the Director
1.	Pinaki Bhattacharyya	K-2130, 1st Floor, C.R. Park, New Delhi-110019
2.	Surendra Kumar Gupta	C-89, Pushpanjali Enclave, Pitampura, Saraswati Vihar- New Delhi-II 0034
3.	Rohit Nanda	31 Haigsville Drive, Singapore 438716
4.	Devarshi Das	43, Watten Heights, Singapore- 287475
5.	Florian Tim Ulmer	Badenerstrasse 415, 8003 Zurich, Switzerland
6.	Samir Rajendra Abhyankar	16, IVY Lodge, 122 Notting Hill Gate, London W11 3QS
7.	Pankaj Nagarmal Verma	Niraj Park, Room No 1102, Building No. 4, Opp. Mohan Pride, Khadakpada, Kalyari (West), Kalyan D.C., Thane, Maharashtra- 421301

- 4.7. The date of the Meeting at which the Scheme was approved by the Board of Directors of the Applicant Transferee Company, including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution

<b>Date of Board Meeting approving the Scheme</b>	28 <sup>th</sup> November, 2024
<b>Names of the Directors who voted in favour of the resolution</b>	All Directors



<b>Names of the Directors who voted against the resolution</b>	None
<b>Names of the Director who did not vote or participate on the resolution</b>	None

- 4.8. The amount due to secured creditors of the Applicant Transferee Company as on 31<sup>st</sup> October, 2024 is Rs 514,38,03,174/- (Rupees Five Hundred and Fourteen Crores Thirty-Eight Lakhs Three Thousand One Hundred and Seventy-Four only).
- 4.9. The amount due to Unsecured Creditors of the Applicant Transferee Company as on 31<sup>st</sup> October, 2024 is Rs 809,77,65,864/- (Eight Hundred and Nine Crores Seventy-Seven Lakhs Sixty-Five Thousand Eight Hundred and Sixty-Four only).

**5. Details of Naveenikaran Oorja Private Limited (Applicant Transferor Company)**

**5.1. General information**

<b><u>Naveenikaran Oorja Private Limited</u></b> <b><u>(Applicant Transferor Company)</u></b>	
<b>Corporate Identification Number (CIN)</b>	U35105DL2024PTC426673
<b>Permanent Account Number (PAN)</b>	AAJCN4238R
<b>Incorporation Date</b>	13 <sup>th</sup> February, 2024
<b>Type of the Company</b>	Private Limited Company
<b>Registered Office address</b>	309, 3rd Floor, Rectangle One, Behind Sheraton Hotel, Saket, New Delhi – 110017
<b>E-mail address</b>	naveenikaranoorja@gmail.com

**5.2. The objects of the Applicant Transferor Company as set out in its Memorandum of Association, *inter alia*, are as follows:**

- "To carry on the business of generating, producing, accumulating, storing, improving, buying, selling, reselling, transmitting, distributing and supplying electrical power generated using solar energy and other sources of renewable energy anywhere in India, and to act as agent, representative, consultant, collaborator, or otherwise to deal in electrical power.*
- To promote, initiate, conceptualize, develop, design, erect, build, set up, own, acquire, install, commission, construct, establish, maintain, improve, repair, manage, operate, alter, control, take on hire/ lease, carry out and run anywhere in India all necessary power stations, substations, power houses, transmission and distribution systems, energy conservation projects, workshops, repair shops, wires, cables, generators, machinery, electrical equipment, lines and accumulators in the capacity of principals, contractors, or otherwise and to deal in all apparatus and things required for or used in connection with generation, evacuation, distribution, supply, accumulation and transmission of energy, including in the term energy, all power that may be directly or indirectly derived there from.*
- To undertake and carry on the business of participating in bids, preparing project profiles, project reports, market research, feasibility studies and report, pre investment studies at micro and macro level, carrying out detailed studies for projects inclusive of physical/ engineering surveys and investigation, concept planning, detailed master planning, detailed design and engineering and all such activities that together provide the basis for the implementation of the project*





*and to undertake studies, bid consultancy, bid process management, bid development, facilities management, project management, management of projects assets, consultancy and other supervisory services, project advisory in relation to solar power projects and other power projects and related activities."*

- 5.3. Main business carried on by Applicant Transferor Company- Subsequent to its incorporation on 13<sup>th</sup> February 2024, the Applicant Transferor Company commenced its business and is presently engaged inter alia in the business of Engineering, Procurement and Construction (EPC) relating to acquiring, managing, and operating solar, wind and hybrid energy power plants.
- 5.4. Details of change of name, registered office and objects of the Applicant Transferor Company. There has been no change in the name, registered office or objects of the Applicant Transferor Company.
- 5.5. The authorized, issued, subscribed and paid-up share capital of Applicant Transferor Company No as on 31<sup>st</sup> October 2024 is as follows:

Particulars	Amount (in Rs.)
<b>Authorized Share Capital</b>	
1,50,000 equity shares of Rs. 10/- each	15,00,000
<b>Total</b>	<b>15,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
10,000 Equity Shares of INR 10/- each	1,00,000
<b>Total</b>	<b>1,00,000</b>

- 5.6. Names of the Directors of Applicant Transferor Company along with their addresses are mentioned herein below:

DIRECTORS		
S. No.	Name of Director	Address of the Director
1.	Bikash Singh	Flat No 2, Tower 1101, M3M Merlin, Sector 67, Gurugram, Haryana, India 122018
2.	Ashish Kumar Gupta	B4/64, Rajashthali Apartment, Madhuban Chowk, Pitampura, Delhi- 110034

- 5.7. The date of the Meeting at which the Scheme was approved by the Board of Directors of Applicant Transferor Company, including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution

<b>Date of Board Meeting approving the Scheme</b>	28 <sup>th</sup> November 2024
<b>Names of the Directors who voted in favour of the resolution</b>	All Directors
<b>Names of the Directors who voted against the resolution</b>	None
<b>Names of the Director who did not vote or participate on the resolution</b>	None

- 5.8. The amount due to secured creditors of the Applicant Transferor Company as on 31<sup>st</sup> October, 2024 is NIL.



- 5.9. The amount due to Unsecured Creditors of the Applicant Transferor Company as on 31<sup>st</sup> October, 2024 is Rs 307,49,75,342/- (Rupees Three Hundred and Seven Crores Forty-Nine Lakhs Seventy Five Thousand Three Hundred and Forty Two only).

**6. Relationship between parties, Rationale and Salient Features of the Scheme**

**6.1. Relationship between the Applicant Transferee Company and the Applicant Transferor Company.**

The Applicant Transferee Company and the Applicant Transferor Company are not subsidiary or associate companies.

**6.2. Objects and Rationale of the Scheme**

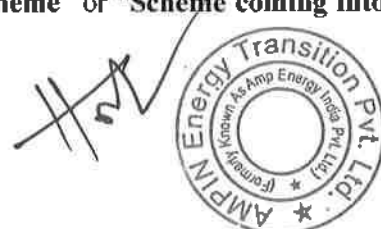
This Scheme provides for amalgamation of the entire business and undertaking of Applicant Transferor Company with Applicant Transferee Company pursuant to Sections 230 to 232, Section 66 and other applicable provisions of the Act as may be applicable. The Scheme would have the following benefits:

- a. The proposed amalgamation will lead to the benefits of economies of scale, besides other synergetic advantages particularly in view of the fact that both companies involved In the amalgamation are engaged In complementary businesses in the same sector, which can be conveniently combined with one another for mutual benefit.
- b. The proposed amalgamation will result in business synergy, pooling of resources, reduction on overheads and operating expenses, and will facilitate further expansion and growth of their businesses. The Transferee Company pursuant to the amalgamation will be able to participate more vigorously and profitably in the competitive market scenario in the renewable energy sector.
- c. Consolidation of the managerial expertise of the companies under amalgamation will facilitate greater focus and utilization of resources. The amalgamation will give additional strength to the operations and management of the Transferee Company.
- d. Greater efficiency in cash management of the Transferee Company, by providing access to cash flow generated by combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, working capital requirements to maximize shareholder value.

**6.3. Salient Features of the Scheme**

The salient features of the Scheme are as follows:

- a. "Appointed Date" means the date from which the provisions of this Scheme shall become operational i.e., opening of business hours on 01<sup>st</sup> May 2024, or such other date as maybe assented to and approved by the Board of Directors of the Companies and approved by the Tribunal.
- b. "Effective Date" shall mean the last of the date on which the conditions set out in clause 16 of the Scheme are satisfied or waived in accordance with this Scheme. Any reference in this Scheme to the words "**upon the Scheme becoming effective**" or "**date of coming into effect of this Scheme**" or "**Scheme coming into effect**" shall mean the Effective Date.

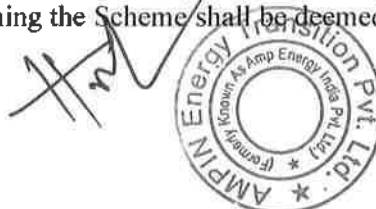


- c. This Scheme of Amalgamation (hereinafter referred to as “the Scheme” or “this Scheme”) provides for the amalgamation of the entire business and undertaking of Naveenikaran Oorja Private Limited (**Applicant Transferor Company**) with AMPIN Energy Transition Private Limited (**Applicant Transferee Company**) , pursuant to Sections 230 to 232 read with Section 66 and other applicable provisions of the Act and rules made thereunder.
- d. With effect from the Appointed Date or such other date as may be fixed or approved by the Tribunal or any other appropriate authority and upon this Scheme becoming effective, the entire business and undertaking of Applicant Transferor Company, shall pursuant to the sanctioning of this Scheme by the Tribunal or any other appropriate authority and in accordance with the provisions of Sections 230 to 232, read with Section 66 and other applicable provisions, if any, of the Act, be and stand transferred to and vested in or be deemed to have been transferred to and vested in Applicant Transferee Company, as going concern without any further act, instrument, deed, matter or thing to be made, done or executed so as to become, as and from the Appointed Date, the undertaking of the Applicant Transferee Company by virtue of and in the manner provided in this Scheme.
- e. The transfer of all the employees, consultants and retainers of the Applicant Transferor Company to the Applicant Transferee Company on the terms of employment as are not less favourable than those applicable to them earlier in the Applicant Transferor Company as on such date;
- f. Consideration:
  - i. Upon the coming into effect of this Scheme, and in consideration of the transfer and vesting of the Applicant Transferor Company in the Applicant Transferee Company, the Applicant Transferee Company shall, immediately following such transfer and vesting of the Applicant Transferor Company into the Applicant Transferee Company, without any further application, act, instrument or deed, issue and allot on a proportionate basis equity shares to all the equity shareholders of Applicant Transferor Company, whose names appear in the register of members on the Record Date, in the following manner:

*“1 equity share of AMPIN of face value of INR 10 each fully paid up to be issued to each shareholder of NOPL irrespective of their numbers of shares held by them in NOPL.”*
  - ii. Any fractional entitlement arising on account of issuance of equity shares in terms of Clause 8.1 of the Scheme shall be rounded off to nearest one share.
  - iii. The equity shares of the Applicant Transferee Company to be issued and allotted in terms of Clause 8.1 of the Scheme, hereinabove shall rank *pari passu* in all respects with the existing equity shares of Applicant Transferee Company.
  - iv. The shares to be issued by Applicant Transferee Company pursuant to the above Clauses in respect of such of the shares of the Applicant Transferor Company which are held in abeyance under the provisions of Section 126 of the Act (erstwhile Section 206A of the Companies Act 1956) or otherwise shall, pending allotment or settlement of the dispute by order of a court or otherwise, also be kept in abeyance by Applicant Transferee Company.



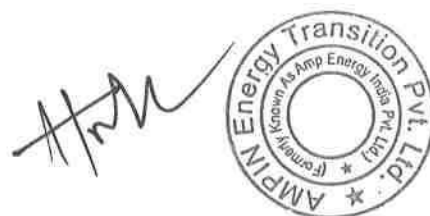
- iv. The Shares to be issued and allotted in terms hereof will be subject to the Memorandum and Articles of Association of the Applicant Transferee Company and shall be deemed to be in compliance with the Act, and other notifications, guidelines issued by the statutory/regulatory authorities in India.
  - v. Approval of this Scheme by the shareholders of the Applicant Transferee Company shall be deemed to be the due compliance of the provisions of Section 62(1)(c) of the Act and the other relevant and applicable provisions of the Act for the issue and allotment of equity shares by the Applicant Transferee Company to the shareholders of the Applicant Transferor Company, as provided in this Scheme and no separate resolution under the Act would be required to be passed.
  - vi. The shareholders of Applicant Transferor Company whose demat account details may be available with either of Applicant Transferor Company and/or with Applicant Transferee Company, or who may provide such details to Applicant Transferee Company on or before such date as may be determined by the Board of Directors of Applicant Transferee Company in this regard, shall be issued the shares of Applicant Transferee Company (as they may be entitled to pursuant to this Scheme) in the dematerialized form, and the remaining shareholders of Applicant Transferor Company shall be issued physical share certificates with regard to the shares of Applicant Transferee Company as they may be entitled to pursuant to this Scheme
  - vii. Such physical share certificates (if any) shall be sent by Applicant Transferee Company to each of the shareholders of Applicant Transferor Company at their respective registered addresses, as appearing in the register of members maintained by Applicant Transferor Company with respect to their shareholders (or in the case of joint shareholders - to the address of that one of the joint shareholders whose name stands first in such register of members in respect of such joint shareholding) and Applicant Transferee Company shall not be responsible for any loss in transit.
  - viii. The aforesaid Share Entitlement Ratio as referred in Clause 8.1 of the Scheme, shall be suitably adjusted for any changes in the share capital position, whether by means of a bonus issue, split of shares, sub-division of shares, consolidation of shares, capital reduction, re-classification of shares or any other corporate action. All such adjustments to the equity shares on Amalgamation shall be deemed to be carried out as an integral part of this Scheme, and the resultant Equity Shares on Amalgamation shall be adopted in Clause 8.1 of the Scheme without any further act or deed, upon agreement in writing by both Applicant Transferee Company and Applicant Transferor Company.
- g. Reduction of Paid-up Equity Capital and Reserves of the Applicant Transferee Company
- i. On the Scheme becoming effective, the equity shares of the Applicant Transferee Company held by the Applicant Transferor Company shall stand cancelled. Accordingly, the share capital of the Applicant Transferee Company shall stand reduced to the extent of face value of shares held by the Applicant Transferor Company in the Applicant Transferee Company.
  - ii. Such reduction of share capital of the Transferee Company as provided in Clause 13.1 of the Scheme shall be effected as an integral part of the Scheme and the orders of the NCL T sanctioning the Scheme shall be deemed to be



an order under Sections 66 of the Companies Act, 2013 confirming the reduction and no separate sanction under Section 66 of the Companies Act 2013 will be necessary.

- iii. It is submitted that the consent of the shareholders and the creditors of Applicant Transferee Company to the Scheme shall be deemed to be sufficient for the purpose of effecting the above reduction of share capital of the Applicant Transferee Company in accordance with Section 66 and other relevant provisions of the Companies Act 2013.
  - iv. The cancellation of the equity share capital held by the equity shareholders of Applicant Transferor Company in the Applicant Transferee Company as on Appointed Date, shall be effected as an integral part of the Scheme itself and the order of this Hon'ble Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Companies Act 2013, or any other applicable provisions, confirming the reduction.
  - v. The proposed reduction of the paid-up equity share capital of the Applicant Transferee Company does not involve either a diminution of liability in respect of unpaid share capital or any payment of the paid-up share capital to the shareholders of the Applicant Transferee Company.
  - vi. The Transferee Company shall not be required to add the words "and reduced" as a suffix to its name consequent upon such reduction.
  - vii. Upon the Scheme becoming effective, the investment in the Applicant Transferee Company as appearing in the books of the Applicant Transferor Company shall stand cancelled.
- h. Combination of Authorised Share Capital:
- i. With effect from the Appointed Date and upon the Scheme becoming effective, pursuant to Sections 230 to 232 read with Sections 13 and 61 and other applicable provisions of the Act, and Clause V of the Memorandum of Association of Transferor Company, the authorized share capital of Transferee Company shall stand increased from the present authorized share capital consisting of 11,00,00,000 (Eleven Crore) equity shares of INR 10/- (Rupees 10 only) each aggregating to INR 1,10,00,00,000/- (Rupees One Hundred and Ten Crore only) to 11,01,50,000 (Eleven Crores One Lakh Fifty Thousand) equity shares of INR 10/- (Rupees Ten only) each, collectively aggregating to INR 1,10,15,00,000 /- (Rupees One Hundred Ten Crore Fifteen Lakh only). The fees/duty already paid by Transferor Company for their authorized share capital shall be deemed to have been paid by Transferee Company. The amended Clause V of the Memorandum of Association of the Transferee Company shall without any further act, deed or instrument be substituted as follows:

*"The Authorized Share Capital of the Company is 1,10,15,00,000/- (Rupees One Hundred Ten Crore Fifteen Lakh) divided into 11,01,50,000/- (Eleven Crore One Lakh Fifty Thousand) equity shares of INR 10/- (Rupees Ten only) each."*



**[NOTE: THE FEATURES SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME, YOU ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME (ENCLOSED) TO GET YOURSELF FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.]**

**7. Submissions, Approvals and Other Information**

- a. The aforesaid Share Entitlement Ratio for the issue of shares by the Applicant Transferee Company against the shares held by the shareholders in Applicant Transferor Company is based on the recommendations made in the Share Exchange Report dated 01<sup>st</sup> November, 2024 issued by Gaurang Agarwal, Registered valuer.
- b. The Proposed Scheme was placed before the Board of Directors of the Applicant Transferor Company and Applicant Transferee Company respectively on 28<sup>th</sup> November, 2024 and was approved.
- c. On the Scheme being approved by the requisite majority of the Equity Shareholders, the Applicant Transferee Company and Applicant Transferor Companies shall file a petition with the Hon'ble NCLT for sanction of the Scheme under Sections 230 to 232 read with Section 66 of the Act read with the Rules and other relevant rules as framed thereunder.

**8. Disclosures**

<b>Disclosure about effect of the arrangement on</b>			
<b>S. No.</b>	<b>Particulars</b>	<b>Applicant Transferee Company</b>	<b>Applicant Transferor Company.</b>
a.	Key Managerial Personnel	The Scheme will have no effect on KMP except to the extent of their respective shareholding in the Transferee Company, if any, and effect thereon as stipulated in the scheme.	The Scheme will have no effect on KMP since there are no KMP(s) in the Applicant Transferor Company.
b.	Directors	The Scheme will have no effect on directors except to the extent of their respective shareholding in the Transferee Company, if any, and effect thereon as stipulated in the scheme.	The Scheme will have no effect on directors except to the extent of their respective shareholding in the Applicant Transferor Company, if any, and effect thereon as stipulated in the scheme.
c.	Promoters	Not Applicable	Not Applicable
d.	Non-promoter members	The Scheme will have no effect on non-Promoters except to the extent of their respective shareholding in the Applicant Transferee Company, if any, and effect thereon as stipulated in the scheme.	The Scheme will have no effect on non-Promoters except to the extent of their respective shareholding in the Applicant Transferor Company, if any, and effect thereon as stipulated in the scheme.
e.	Depositors	Not Applicable	Not Applicable
f.	Creditors	The creditors of Applicant Transferee Company will not be affected by the Scheme, as on the Scheme becoming effective and with effect from the Appointed Date, all assets relating to the	The creditors of the Applicant Transferor Company will not be affected by the Scheme, as on the Scheme becoming effective and with effect from the Appointed Date, all liabilities relating to the



		Applicant Transferor Companies shall stand transferred to the Applicant Transferee Company, sufficient to discharge all its liabilities.	Applicant Transferor Company shall stand transferred to the Applicant Transferee Company. The Applicant Transferee Company will discharge all such liabilities in the normal course of business without jeopardizing the rights of the creditors.
g.	Debenture holders	The debenture holders of Applicant Transferee Company will not be affected by the Scheme, as on the Scheme becoming effective and with effect from the Appointed Date, all assets relating to the Applicant Transferor Companies shall stand transferred to the Applicant Transferee Company, sufficient to discharge all its liabilities.	Not Applicable
h.	Deposit trustee and debenture trustee	Not Applicable	Not Applicable
i.	Employees of the company	No effect	Employees relating to the Applicant Transferor Company with effect from the Appointed Date will become employees of the Applicant Transferee Company, without any break in their service. All employee benefits pertaining to such employees shall continue on the same terms and conditions.

**9. Directors, Promoters and Key Managerial Personnel**

- a. The directors of the Applicant Transferor Company and the Applicant Transferee Company and their relatives may be deemed to be concerned and / or interested in the Scheme only to the extent of their shareholding directly in the respective companies that are the subject of the Scheme, or to the extent the said persons are interested or involved in any of the companies that are the subject of the Scheme or any entity that directly holds shares in any of the companies.
- b. Key Managerial Personnel ("KMPs") other than Directors and their relatives of the Applicant Transferor Company and the Applicant Transferee Company may be deemed to be concerned and/ or interested in the Scheme only to the extent of their shareholding directly in the respective companies that are the subject of the Scheme.
- c. Save as aforesaid, none of the Directors and KMPs of the Applicant Transferor Company and the Applicant Transferee Company and their relatives have any material concern or interest, financial and / or otherwise in the Scheme.
- d. The details of the present Directors and their relatives and KMPs of Applicant Transferor Company and the Applicant Transferee Company and their relatives and respective shareholdings in Applicant Transferor Company and the Applicant Transferee Company are as follows:



Extent of shareholding of directors and KMPs of Applicant Transferor Company and the Applicant Transferee Company and their respective shareholding in the Applicant Transferee Company and the Applicant Transferor Company as on the effective date are as follows:

S. No	Name	Designation	Equity Shares in Applicant Transferee Company	Equity Shares held in Applicant Transferor Company	Preference Shares held in Applicant Transferee Company	Preference Shares held in Applicant Transferor Company
1.	Mr. Pinaki Bhattacharyya	Managing Director & CEO	56,08,893	1,950	NIL	N/A
2.	Mr. Surendra Kumar Gupta	Whole-time Director & CFO	2,14,225	1,850	NIL	N/A
3.	Mr. Arpit Jain	Company Secretary	65,861	1,430	NIL	N/A

**10. Pre and Post shareholding pattern of the Applicant Transferor Company and Applicant Transferee Company**

**10.1. Shareholding Pattern of Applicant Transferor Company as on 30<sup>th</sup> April 2024.**

S. No.	Description	Pre shareholding pattern (As on 30 <sup>th</sup> April, 2024)			
		Number of Equity Shares Held	% of Equity Share Capital	Number of Compulsorily Convertible Preference Shares Held	% of Compulsorily Convertible Preference Shares Held
1.	Pinaki Bhattacharyya	1,950	19.50	NA	NA
2.	Surendra Kumar Gupta	1,850	18.50	NA	NA
3.	Rakshika Kaul Padora	1,430	14.30	NA	NA
4.	Harsh Choudhary	1,430	14.30	NA	NA
5.	Anisha Raina	1,910	19.10	NA	NA
6.	Arpit Jain	1,430	14.30	NA	NA
	<b>Total</b>	<b>10,000</b>	<b>100%</b>	<b>NA</b>	<b>NA</b>

**10.2. Shareholding Pattern of Applicant Transferee Company as on 30<sup>th</sup> April 2024**



S. No.	Description	Pre shareholding pattern (As on 30 <sup>th</sup> April, 2024)			
		Number of Equity Shares Held	% of Equity Share Capital	Number of Preference Shares Held	% of Preference Share Capital
1.	Naveenikaran Oorja Private Limited	30,850,094	53.17	NA	NA
2.	Lightrock Growth Fund I S.A., SICAV-RAIF	4,320,948	7.45	2,073,944	16.21
3.	Atlanta Investment Pte. Ltd. (ICG)	2,099,835	3.62	3,912,640	30.58
4.	Asian Infrastructure Investment Bank (AIIB)	1,469,869	2.53	2,738,863	21.41
5.	SDIEF Holdings I Pte. Ltd.	8,239,772	14.20	2,597,648	20.31
6.	LR India Fund I S.à r.l., SICAV-RAIF	NA	NA	1,470,000	11.49
7.	Management Shareholders (Various)	11,046,007	19.04	NA	NA
	<b>Total</b>	<b>58,026,525</b>	<b>100%</b>	<b>12,793,095</b>	<b>100%</b>

10.3. Post - Shareholding Pattern of Applicant Transferee Company as on 01<sup>st</sup> May, 2024.

S. No.	Description	Pre shareholding pattern (As on the effective date)			
		Number of Equity Shares Held	% of Equity Share Capital	Number of Preference Shares Held	% of Preference Share Capital
1.	Lightrock Growth Fund I S.A., SICAV-RAIF	4,320,948	15.90	2,073,944	16.21
2.	Atlanta Investment Pte. Ltd. (ICG)	2,099,835	7.73	3,912,640	30.58
3.	Asian Infrastructure Investment Bank (AIIB)	1,469,869	5.41	2,738,863	21.41
4.	SDIEF Holdings I Pte. Ltd.	8,239,772	30.32	2,597,648	20.31
5.	LR India Fund I S.à r.l., SICAV-RAIF	NA	NA	1,470,000	11.49
6.	Management Shareholders (Various)	11,046,007	40.65	NA	NA
7.	Pinaki Bhattacharyya	1	0.00	NA	NA
8.	Surendra Kumar Gupta	1		NA	NA
9.	Rakshika Kaul Padora	1		NA	NA
10.	Harsh Choudhary	1		NA	NA
11.	Anisha Raina	1		NA	NA
12.	Arpit Jain	1		NA	NA
	<b>Total</b>	<b>27,176,437</b>	<b>100%</b>	<b>12,793,095</b>	<b>100%</b>

10.4. Capital Structure of Applicant Transferee Company as on 01<sup>st</sup> May, 2024



S. No.	Description	Authorised Share Capital		Issued, Paid-up and Subscribed Share Capital	
		Equity Share Capital in Rs.	Preference Share Capital in Rs.	Equity Share Capital in Rs.	Preference Share Capital in Rs.
1.	Applicant Transferee Company	1,10,15,00,000	13,25,00,00,000	27,17,64,370	12,79,30,95,000
	Total	1,10,15,00,000	13,25,00,00,000	27,17,64,370	12,79,30,95,000

**11. Investigation or proceedings pending against the Applicant Transferor Companies and/ or the Applicant Transferee Company under the Act.**

There are no investigations or proceedings pending against the Applicant Transferor Company and/ or the Applicant Transferee Company under Sections 235 to 251 of the erstwhile Companies Act, 1956 or under Sections 210 to 227 of the Act.

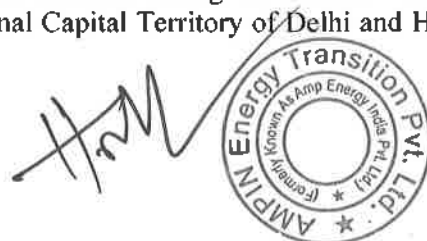
There are no material legal proceedings or litigations pending against the Applicant Companies which may have an adverse impact on the Scheme.

**12. General**

- The proposed Scheme does not affect in any manner nor vary the rights in any manner of the KMPs (as defined under the Act) or directors of the Applicant Transferor Company and/ or the Applicant Transferee Company. The Scheme also does not propose any capital or debt restructuring or any compromise or arrangement with the creditors of the Applicant Transferor Company and/ or the Applicant Transferee Company.
- It is confirmed that the copy of the Scheme, as approved by Board, has been filed with the concerned RoC.
- In compliance with the requirement of Section 230(5) of the Act and Rule 8 of the Rules, notice in the prescribed form and seeking approvals, sanctions or no-objections shall be served to the concerned regulatory and government authorities for the purpose of the proposed Scheme.

**13. The Scheme is conditional upon and subject to the following:**

- The Scheme being approved by the requisite majorities in number and value of such classes of persons including the Members and/or Creditors of the Applicant Transferee Company and Applicant Transferor Company as may be directed by the Tribunal or any other competent authority, as may be applicable.
- The requisite, consent, approval, or permission of any Government, statutory or regulatory authority which by law may be necessary for the implementation of this Scheme.
- The Scheme being sanctioned by the Tribunal under Sections 230 to 232 read with Section 66 and other applicable provisions of the of the Act and the necessary Orders under Section 232 of the said Act being obtained.
- Certified copies of the Orders of the Tribunal sanctioning the Scheme being filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana by the Applicant Companies.



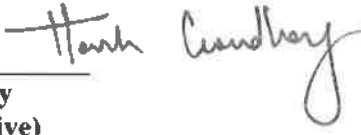
14. The following documents will be open for inspection at its registered office between 10:00 am to 5:00 pm on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the NCLT convened meeting:

- a. Copy of the Order dated 16<sup>th</sup> July, 2025 and subsequent clarification vide order dated 02<sup>nd</sup> September, 2025 passed by the Hon'ble National Company Law Tribunal, New Delhi Bench at Delhi passed in the above Company Application;
- b. Copy of the Company Application No. CA (CAA) 19/ND/2024;
- c. Copy of Scheme of Amalgamation;
- d. Copy of the Memorandum and Articles of Association of the Applicant Transferor Company and the Applicant Transferee Company;
- e. Latest audited Financial Statement of the Applicant Transferee Company as on 31<sup>st</sup> March 2024;
- f. Copy of the Unaudited Annual Accounts of the Applicant Transferee Company and Applicant Transferor Companies as on 30<sup>th</sup> June, 2025;
- g. Share Exchange Report by CA Gurang Agarwal, Registered Valuer, dated 01<sup>st</sup> November, 2024;
- h. Certificate issued by the auditor of the Applicant Companies to the effect that the accounting treatment, if any proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of Act;

**Dated 17<sup>th</sup> October 2025**

**New Delhi**

**For AMPIN Energy Transition Private Limited**

  
**Name: Harsh Choudhary**  
**(Authorized representative)**  
**Registered Office: 309, 3rd Floor,**  
**Rectangle One, Behind Sheraton Hotel,**  
**Saket, New Delhi – 110017**

