FORM NO. MGT-7

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



Annual Return

(other than OPCs and Small Companies)

(v) Whether company is having share capital

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company **Pre-fill** U40105DL2006PTC156884 Global Location Number (GLN) of the company * Permanent Account Number (PAN) of the company AAGCA2437E (ii) (a) Name of the company ARAVALI POWER COMPANY PF (b) Registered office address NTPC BHAWAN, CORE-7 SCOPE COMPLEX, 7, INSTITUTIONAL AREA, LODHI ROAD NEW DELHI Delhi 110003 (c) *e-mail ID of the company vikasgoyal@ntpc.co.in (d) *Telephone number with STD code 01124360959 (e) Website www.apcpl.co.in Date of Incorporation (iii) 21/12/2006 Type of the Company Category of the Company Sub-category of the Company (iv) **Private Company** Company limited by shares Indian Non-Government company

 (\bullet)

Yes

No

(vii) *Financial year From date 0	1/04/2020	(DD/MM/YYYY) To date	31/03/2021	(DD/MM/YYYY)
(viii) *Whether Annual general me	eeting (AGM) held	• Yes	No	
(a) If yes, date of AGM (b) Due date of AGM	21/09/2021 30/09/2021			
(c) Whether any extension for	or AGM granted	⊖ Yes	No	
II. PRINCIPAL BUSINESS	ACTIVITIES OF T	HE COMPANY		

*Number of business activities 1

S.No	Main Activity group code		Business Activity Code		% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	99.94

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

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

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

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	lssued capital	Subscribed capital	Paid up capital
Total number of equity shares	3,040,000,000	2,866,016,400	2,866,016,400	2,866,016,400
Total amount of equity shares (in Rupees)	30,400,000,000	28,660,164,000	28,660,164,000	28,660,164,000

Number of classes

	Authoricod	capital	Subscribed capital	Paid up capital
Number of equity shares	3,040,000,000	2,866,016,400	2,866,016,400	2,866,016,400

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	30,400,000,000	28,660,164,000	28,660,164,000	28,660,164,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

Class of shares	Authorised	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	2,866,016,4	0	2866016400	28,660,164,	28,660,164	
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0

viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	2,866,016,4	0	2866016400	28,660,164,	28,660,164	4
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

Class o	f shares	(i)	(ii)	(iii)
Before split /	Number of shares			
Consolidation	Face value per share			
After split /	Number of shares			
Consolidation	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) *

\square	Nil [Details being provided in a CD/Digital Media]	\bigcirc	Yes	\bigcirc	No	\bigcirc	Not Applicable
	Separate sheet attached for details of transfers	\bigcirc	Yes	\bigcirc	No		

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

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

Transferee's Name			
	Surname	middle name	first name

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

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

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

(v) Securities (other than shares and debentures)

		,			
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

29,125,524,000

0

(ii) Net worth of the Company

62,343,514,903

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	ity	Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	2,866,016,400	100	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	2,866,016,400	100	0	0

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Total number of shareholders (promoters)

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

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

	Total	0	0	0	0
Total nun	nber of shareholders (other than prom	oters)			
	ber of shareholders (Promoters+Publi 1 promoters)	c / 3			

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	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		lirectors at the g 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	3	0	4	0	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	3	0	4	0	0

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Dillip Kumar Patel	08695490	Nominee director	0	
Surender Mohan Verma	08445575	Nominee director	0	
Ratnesh	08603968	Nominee director	0	
Mohammad Iqbal	09052735	Nominee director	0	
Vikas Goyal	AHYPG4087A	Company Secretar	0	

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

Name		beginning / during	(change in decignation)	Nature of change (Appointment/ Change in designation/ Cessation)
Dillip Kumar Patel	08695490	Nominee director	10/04/2020	Appointment
Bharat Bhushan Gupta	07673545	Nominee director	18/01/2021	Cessation
Mohammad Iqbal	09052735	Nominee director	04/02/2021	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held	1			
Type of meeting	Date of meeting	Total Number of Members entitled to	Attend	ance
		attend meeting		% of total shareholding
Annual General Meeting	25/09/2020	3	3	100

B. BOARD MEETINGS

*Number of m	neetings held 7			
S. No.	Date of meeting	Total Number of directors associated as on the date of meeting		Attendance
		C C	Number of directors attended	% of attendance
1	18/06/2020	4	3	75
2	17/07/2020	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date			
		of meeting	Number of directors attended	% of attendance	
3	07/08/2020	4	4	100	
4	25/09/2020	4	4	100	
5	26/10/2020	4	4	100	
6	07/01/2021	4	4	100	
7	18/02/2021	4	4	100	

C. COMMITTEE MEETINGS

Nu	mber of meetir	ngs held		3		
	S. No.	Type of meeting	Data of mosting	Total Number of Members as		Attendance
			Date of meeting	on the date of the meeting	Number of members attended	% of attendance
	1	Corporate Soc	18/02/2021	3	3	100
	2	Audit Committe	18/06/2020	3	2	66.67
	3	Audit Committe		3	3	100

D. *ATTENDANCE OF DIRECTORS

		Board Meetings			Committee Meetings			Whether attended AGM	
S. No.	Name of the director	Number of Meetings which director was	Meetings	% of	Number of Meetings which director was	Number of Meetings	% of attendance	held on	
		entitled to attend	attended		entitled to attend	attended	attendance	21/09/2021	
								(Y/N/NA)	
1	Dillip Kumar P	7	7	100	0	0	0	Yes	
2	Surender Moh	7	7	100	3	3	100	Yes	
3	Ratnesh	7	7	100	3	3	100	Yes	
4	Mohammad Iq	1	1	100	1	1	100	Yes	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered



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

3

0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

Stock Option/ Total S. No. Name Designation **Gross Salary** Commission Others Sweat equity Amount 1 CEO 5,631,702 0 0 0 M. V. R. Reddy 5,631,702 2 CFO 0 0 0 Sanjay Bhardwaj 4,976,125 4,976,125 3 0 0 0 Vikas Goyal Company Secre 2,465,828 2,465,828 Total 0 0 0 13,073,655 13,073,655

Number of other directors whose remuneration details to be entered

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

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A.	Whether the company has made compliances and disclosures in respect of applicable	Ves	\bigcirc	No
	provisions of the Companies Act, 2013 during the year	103	\bigcirc	110

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

Name of the company/ directors/ officers		Date of Order	Section Linder Which		Details of appeal (if any) including present status		
(B) DETAILS OF COMPOUNDING OF OFFENCES NII							

Name of the company/ directors/ officers		Section Linder Which	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

● Yes ○ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name	Sachin Agarwal
Whether associate or fellow	 ○ Associate ● Fellow
Certificate of practice number	5910

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

dated 19/11/2007

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled 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.

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2. All the required attachments have been completely and legibly attached to this form.

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

To be digitally signed by

Director

DIN of the director

To be digitally signed by



VIKAS GOYAL	Digitally signed by VIKAS GOYAL Date: 2021.11.18 14:50:50 +05'30'	

Company Secretary	/					
Company secretary	in practice					
Membership number	bership number 6671		actice number			
Attachments				List of attachments		
1. List of sha	1. List of share holders, debenture holders			APCPL-List of shareholders.pdf Aravali MGT-8.pdf		
2. Approval le	2. Approval letter for extension of AGM;					
3. Copy of M	GT-8;		Attach			
4. Optional A	ttachement(s), if any		Attach			
				Remove attachment		
	Modify	eck Form	Prescrutiny	Submit		

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



Aravali Power Company Private Limited (A JOINT VENTURE OF NTPC, HPGCL AND IPGCL)

List of Shareholders on 31.03.2021

SI. No.	Ledger Folio of Share holder	Name of Shareholder	Father's/ Husband's Name	Types of Shares	Number of Shares	Amount per Share (Face Value in Rs.)	Address
1.	1	NTPC Limited	N.A.	Equity	143,30,08,200	10/-	NTPC Bhawan, Core-7 SCOPE Complex, 7, Institutional Area, Lodhi Road New Delhi -110 003
2.	2	Indraprastha Power Generation Company Limited	N.A.	Equity	71,65,04,100	10/-	Rajghat Powerhouse Complex, New Delhi- 110 002
3.	3	Haryana Power Generation Corporation Limited	N.A.	Equity	71,65,04,100	10/-	Urja Bhawan, C- 7, Sector-6, Panchkula-134 109
				Total	286,60,16,400		

Certified True Copy For Aravali Power Company Private Limited

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(Vikas Goyal) Company Secretary Membership No.: F6671 Address: NTPC Bhawan, Core 7, Scope Complex, 7, Institutional Area, Lodi Road, New Delhi-110003



Form No. MGT-8

[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, books and papers of **Aravali Power Company Private Limited** (herein after called "the Company") as required to be maintained under the Companies Act, 2013 (herein after called "the Act") and the rules made thereunder for the financial year ended on 31st March, 2021. 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 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 therefore;
 - 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;



Page 1 of 3

- 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; if any, were duly taken under provisions of Companies Act, 2013.
- 15. Acceptance/ renewal/ repayment of deposits, if any, in compliance of under provisions of Companies Act, 2013;
- 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; if any, in compliance of under provisions of Companies Act, 2013.

For **Agarwal S. & Associates**, Company Secretaries, ICSI Unique Code: P2003DE049100



CS Sachin Agarwal Partner FCS No. : 5774 C.P No. : 5910

Place: New Delhi Date: 18th November, 2021 UDIN: F005774C001468356

Our above certificate of even date is subject to following:

- 1. Maintenance of secretarial record is the responsibility of the management of the Company.
- 2. We have followed the secretarial practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records for issuance of above certificate. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
- 5. Certificate in from MGT 8 is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- 6. Certificate in form MGT 8 is subject to observations made in the Secretarial Audit Report of the Company.
- 7. The prevailing circumstances in the country on account of Lockdown/ restrictions on movements and COVID-19 have impacted physical verification of the records/documents of the Company.

For Agarwal S. & Associates, Company Secretaries, ICSI Unique Code: P2003DE049100



CS Sachin Agarwal Partner FCS No. : 5774 C.P No. : 5910

Place: New Delhi Date: 18th November, 2021