

FORM NO. MGT-7

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



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U23200HR2005PLC078211

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

GREEN INFRA WIND ENERGY LI

(b) Registered office address

5TH FLOOR, TOWER C, BUILDING NO. 8, DLF CYBERCITY NA
HARYANA
Gurgaon
Haryana
122002

(c) *e-mail ID of the company

sgil.complianceofficer@sembc

(d) *Telephone number with STD code

01243896700

(e) Website

(iii) Date of Incorporation

06/06/2005

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

U74999MH2018PTC307859

Pre-fill

Name of the Registrar and Transfer Agent

TSR CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	100

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

*No. of Companies for which information is to be given 42

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GREEN INFRA RENEWABLE PRO	U40106HR2020PLC085475	Subsidiary	100
2	GREEN INFRA RENEWABLE ENE	U74999HR2017PLC067954	Subsidiary	100
3	GREEN INFRA CLEAN ASSETS L	U40100HR2022PLC103026	Subsidiary	100
4	GREEN INFRA CLEAN ENERGY F	U40107HR2022PLC103133	Subsidiary	100
5	GREEN INFRA CLEAN RENEWAI	U40109HR2022PLC103029	Subsidiary	100
6	GREEN INFRA CLEAN POWER P	U40106HR2022PLC103028	Subsidiary	100
7	GREEN INFRA CLEAN HYBRID A	U40106HR2022PLC103117	Subsidiary	100

8	GREEN INFRA CLEAN WIND LIM	U40100HR2022PLC103397	Subsidiary	100
9	GREEN INFRA CLEAN ENERGY C	U40200HR2022PLC103399	Subsidiary	100
10	GREEN INFRA CLEAN SOLAR FA	U40106HR2022PLC103414	Subsidiary	100
11	GREEN INFRA CLEAN WIND TEC	U40200HR2022PLC104130	Subsidiary	100
12	GREEN INFRA CLEAN WIND VEI	U40106HR2022PLC104731	Subsidiary	100
13	GREEN INFRA CLEAN WIND SO	U40106HR2022PTC104787	Subsidiary	100
14	GREEN INFRA CLEAN WIND GE	U40107HR2022PLC104786	Subsidiary	100
15	GREEN INFRA CLEAN WIND FA	U40106HR2022PLC104788	Subsidiary	100
16	GREEN INFRA RENEWABLE ENE	U40106HR2022PLC107772	Subsidiary	100
17	VECTOR GREEN ENERGY PRIVA	U40300DL2016PTC342032	Subsidiary	100
18	POLEPALLY SOLAR PARKS PRIV	U40106TG2013PTC091946	Subsidiary	100
19	VECTOR GREEN NEWSOLAR PR	U40300DL2020PTC371262	Subsidiary	100
20	MAHABUBNAGAR SOLAR PARK	U40106TG2013PTC091944	Subsidiary	100
21	HINDUPUR SOLAR PARK PRIVA	U40106TG2015PTC097192	Subsidiary	100
22	WINSOL SOLAR FIELDS (POLEP	U40102TG2014PTC096211	Subsidiary	100
23	MALWA SOLAR POWER GENER	U40106DL2017PTC313507	Subsidiary	100
24	VECTOR GREEN SUNSHINE PRIV	U40106DL2015PTC277555	Subsidiary	100
25	VECTOR GREEN SURYA URJA P	U40106DL2013PTC257153	Subsidiary	100
26	VECTOR GREEN NEW ENERGIES	U70100DL2010PTC206693	Subsidiary	100
27	CITRA REAL ESTATE LIMITED	U45400DL2007PLC163007	Subsidiary	100
28	PRIAPUS INFRASTRUCTURE LIM	U14290DL2009PLC197163	Subsidiary	100
29	VECTOR GREEN SUNRISE LIMIT	U74999DL2015PLC282242	Subsidiary	100
30	PASITHEA INFRASTRUCTURE LI	U70101DL2011PLC216537	Subsidiary	100
31	SEPSET CONSTRUCTIONS LIMIT	U45300DL2007PLC163109	Subsidiary	100
32	YARROW INFRASTRUCTURE PR	U70200DL2010PTC206346	Subsidiary	100

33	GREEN INFRA WIND GENERATI	U40300HR2011PLC071902	Subsidiary	70.53
34	GREEN INFRA WIND POWER GE	U40108HR2011PLC078213	Subsidiary	72.08
35	MULANUR RENEWABLE ENERG	U40300HR2016PLC070808	Subsidiary	67.3
36	GREEN INFRA SOLAR POWER P	U40106HR2021PLC099791	Subsidiary	74
37	GREEN INFRA SOLAR GENERAT	U40100HR2021PLC099858	Subsidiary	74
38	GREEN INFRA CLEAN SOLAR EN	U40106HR2022PLC101546	Subsidiary	74
39	GREEN INFRA WIND ENERGY G	U40100HR2022PLC101634	Subsidiary	74
40	GREEN INFRA CLEAN ENERGY L	U40106HR2022PLC102529	Subsidiary	74
41	GREEN INFRA CLEAN WIND PO	U40107HR2022PLC103134	Subsidiary	74
42	VECTOR GREEN PRAYAGRAJ SC	U40104DL2008PTC180371	Subsidiary	99.99

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

(i) * SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,600,000,000	2,501,186,441	2,501,186,441	2,501,186,441
Total amount of equity shares (in Rupees)	56,000,000,000	25,011,864,410	25,011,864,410	25,011,864,410

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	5,600,000,000	2,501,186,441	2,501,186,441	2,501,186,441
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	56,000,000,000	25,011,864,410	25,011,864,410	25,011,864,410

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	4,000,000	3,033,293	3,033,293	3,033,293
Total amount of preference shares (in rupees)	4,000,000,000	3,033,293,000	3,033,293,000	3,033,293,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARES				
Number of preference shares	4,000,000	3,033,293	3,033,293	3,033,293
Nominal value per share (in rupees)	1,000	1,000	1,000	1,000
Total amount of preference shares (in rupees)	4,000,000,000	3,033,293,000	3,033,293,000	3,033,293,000

(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	10	1,616,072,4	1616072450	16,160,724,	16,160,724,	
Increase during the year	0	885,113,991	885113991	8,851,139,9	8,851,139,	10,948,860,(
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	885,113,991	885113991	8,851,139,9	8,851,139,	10,948,860,(
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	10	2,501,186,4	2501186441	25,011,864,	25,011,864,	
Preference shares						
At the beginning of the year	2,150,367	0	2150367	2,150,367,0	2,150,367,0	
Increase during the year	882,926	0	882926	882,926,000	882,926,000	0
i. Issues of shares	882,926	0	882926	882,926,000	882,926,000	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	3,033,293	0	3033293	3,033,293,0	3,033,293,0	

ISIN of the equity shares of the company

INE477K01011

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

0

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

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☒ No

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

Date of the previous annual general meeting		23/09/2022	
Date of registration of transfer (Date Month Year)		09/01/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	2	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		010	
Transferor's Name	Zoldeo	Prabhakar	Rajesh
	Surname	middle name	first name
Ledger Folio of Transferee		011	
Transferee's Name			Sembcorp Green Infra Limited
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 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							
		Surname		middle name		first name	
Ledger Folio of Transferee							
Transferee's Name							
		Surname		middle name		first name	

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	10,000	840000	8,400,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	300,000	1000	300,000,000
Total			8,700,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	9,100,000,000	0	700,000,000	8,400,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	300,000,000	0	0	300,000,000

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

6,807,630,000

(ii) Net worth of the Company

40,653,400,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	2,501,186,441	100	0	0
10.	Others	0	0	0	0
	Total	2,501,186,441	100	0	0

Total number of shareholders (promoters)

7

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	3,033,293	100
10.	Others	0	0	0	0
	Total	0	0	3,033,293	100

Total number of shareholders (other than promoters)

12

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

19

**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	7	7
Members (other than promoters)	11	12
Debenture holders	11	11

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	4	2	4	0	0
(i) Non-Independent	2	2	2	1	0	0
(ii) Independent	0	2	0	3	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	2	4	2	4	0	0

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

8

(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)
Arun Kumar Kher	00152941	Director	0	22/09/2023
Bishwanath Shukla	02257584	Director	0	22/09/2023
Sunil Pant	07068748	Director	0	22/09/2023
Harsh Bansal	07298251	Whole-time director	0	22/09/2023
Ankur Rajan	01737075	Whole-time director	0	22/09/2023
Yap Siew Leng	09532951	Director	0	22/09/2023
Subrat Das		CFO	0	22/09/2023

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Manu Garg		Company Secretary	0	

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

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Dan Chen	07136637	Director	08/04/2022	Cessation
Yap Siew Leng	09532951	Additional director	04/07/2022	Appointment
Ankur Rajan	01737075	Whole-time director	01/08/2022	Change in Designation
Yap Siew Leng	09532951	Director	23/09/2022	Change in Designation
Rajesh Prabhakar Zolde	09259509	Whole-time director	22/03/2023	Cessation
Sunil Pant	07068748	Director	31/03/2023	Change in Designation

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

8

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	23/09/2022	7	7	100
Extraordinary General Meet	10/05/2022	7	7	100
Extraordinary General Meet	28/10/2022	7	7	100
Extraordinary General Meet	02/11/2022	7	7	100
Extraordinary General Meet	08/12/2022	7	7	100
Extraordinary General Meet	22/12/2022	7	7	100
Extraordinary General Meet	02/01/2023	7	7	100
Extraordinary General Meet	31/03/2023	7	6	64.61

B. BOARD MEETINGS

*Number of meetings held

14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/04/2022	5	5	100
2	06/05/2022	5	5	100
3	26/05/2022	5	5	100
4	17/06/2022	5	5	100
5	03/08/2022	6	5	83.33
6	29/08/2022	6	3	50
7	27/10/2022	6	5	83.33
8	10/11/2022	6	3	50
9	21/12/2022	6	4	66.67
10	31/12/2022	6	4	66.67
11	25/01/2023	6	4	66.67
12	06/02/2023	6	4	66.67

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/05/2022	3	3	100
2	Audit Committee	03/08/2022	3	3	100
3	Audit Committee	29/08/2022	3	2	66.67
4	Audit Committee	10/11/2022	3	2	66.67
5	Audit Committee	21/12/2022	3	2	66.67
6	Audit Committee	06/02/2023	3	2	66.67
7	Audit Committee	24/03/2023	3	2	66.67
8	Corporate Social Responsibility	29/08/2022	3	2	66.67

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Nomination & I	01/08/2022	3	3	100
10	Nomination & I	24/03/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2023
								(Y/N/NA)
1	Arun Kumar K	14	14	100	9	9	100	Not Applicable
2	Bishwanath S	14	7	50	10	4	40	Not Applicable
3	Sunil Pant	1	0	0	0	0	0	Not Applicable
4	Harsh Bansal	14	14	100	8	8	100	Yes
5	Ankur Rajan	14	13	92.86	2	2	100	Yes
6	Yap Siew Leng	10	0	0	0	0	0	Not Applicable

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Harsh Bansal	Whole Time Dire	19,617,453	0	0	0	19,617,453
2	Ankur Rajan	Whole Time Dire	22,027,291	0	0	0	22,027,291
	Total		41,644,744	0	0	0	41,644,744

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Subart Das	CFO	13,432,396	0	0	0	13,432,396
2	Manu Garg	Company Secre	3,210,884	0	0	0	3,210,884

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		16,643,280	0	0	0	16,643,280

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arun Kumar Kher	Independent Dir	0	0	0	177,000	177,000
2	Bishwanath Shukla	Independent Dir	0	0	0	177,000	177,000
3	Sunil Pant	Independent Dir	0	0	0	0	0
	Total		0	0	0	354,000	354,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

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

☒ Yes ☐ No

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

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

Name

Neelu Kapoor

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

[REDACTED]

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.

Declaration

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

5

dated

04/06/2014

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

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

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

To be digitally signed by

Director

NURALIZA
BINTE
MOHAMED
OSMAN
Digitally signed by
NURALIZA BINTE
MOHAMED OSMAN
Date: 2024.02.12
16:36:04 +05'30'

DIN of the director

10155805

To be digitally signed by

MANU
GARG
Digitally signed by
MANU GARG
Date: 2024.02.12
16:37:27 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

[REDACTED]

Certificate of practice number

[REDACTED]

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

GIWEL - List of Shareholders and Debentu
GIWEL - Clarification Note.pdf
GIWEL - Additional Attachment.pdf
GIWEL MGT-8.pdf
GIWEL - Clarification Note Prescrutiny Err

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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

MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : F92088871

Service Request Date : 12/02/2024

Payment made into : ICICI Bank

Received From :

Name : MANU GARG

Address : 28/14, advocate colony

cheeka, Haryana

India - 136034

Entity on whose behalf money is paid

CIN: U23200HR2005PLC078211

Name : GREEN INFRA WIND ENERGY LIMITED

Address : Building 7A, Level 5, DLF Cyber City Gurugram DLF QE

Dlf Qe, Haryana

India - 122002

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2023	Normal	600.00
	Additional	7500.00
Total		8100.00

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Eight Thousand One Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

GREEN INFRA WIND ENERGY LIMITED
LIST OF SHAREHOLDERS AS ON 31 MARCH 2023

Sl. No.	Name of Shareholders	No. of shares	% of share capital
	Equity Shares		
1.	Sembcorp Green Infra Limited	146,68,57,780	58.65%
2.	Sembcorp Utilities Pte. Limited	88,51,13,991	35.39%
3.	Green Infra Wind Assets Limited	14,92,14,660	5.97%
4.	Subrat Das, Nominee of Sembcorp Green Infra Limited	2	0.00%
5.	Shashidhar Srirambhatla, Nominee of Sembcorp Green Infra Limited	2	0.00%
6.	Ankur Rajan, Nominee of Sembcorp Green Infra Limited	2	0.00%
7.	Harsh Bansal, Nominee of Sembcorp Green Infra Limited	2	0.00%
	Total (Equity Shares)	2,50,11,86,441	100.00%
	Preference Shares		
1.	Green Infra Solar Projects Limited	1,55,058	5.11%
2.	Green Infra Wind Energy Theni Limited	60,000	1.98%
3.	Green Infra Corporate Wind Limited	2,11,921	6.99%
4.	Green Infra Wind Power Limited	1,51,000	4.98%
5.	Green Infra Solar Energy Limited	3,41,151	11.25%
6.	Green Infra Wind Power Projects Limited	1,30,000	4.29%
7.	Green Infra Solar Farms Limited	5,00,047	16.49%
8.	Green Infra Wind Farm Assets Limited	3,09,429	10.20%
9.	Green Infra Wind Energy Assets Limited	1,39,376	4.59%
10.	Green Infra Wind Power Theni Limited	14,500	0.48%
11.	Green Infra Wind Energy Project Limited	5,94,511	19.60%
12.	Green Infra Corporate Solar Limited	4,26,300	14.05%
	Total (Preference Shares)	30,33,293	100.00%

For Green Infra Wind Energy Limited
Manu Garg
Company Secretary

Membership No.: [REDACTED]

Address: C-1404, Express Greens Sector-1,
Vaishali, Ghaziabad – 201010, Uttar Pradesh

Date: 17 November 2023



Green Infra Wind Energy Limited

CIN: U23200HR2005PLC078211

Regd. Office: 5th Floor, Tower C, Building No. 8,
DLF Cybercity, Gurugram – 122 002, Haryana, India
Tel (91) 124 3896700, Fax (91) 124 3896710

sgil.complianceofficer@sembcorp.com

GREEN INFRA WIND ENERGY LIMITED

**LIST OF DEBENTUREHOLDERS (COMPULSORILY CONVERTIBLE DEBENTURE, UNLISTED) AS ON 31
MARCH 2023**

S. No.	Name of Debentureholders	No. of Compulsorily Convertible Debentures (Rs. 1000/- each)	Percentage
1.	Green Infra Solar Farms Limited	2,50,000	83.33%
2.	Green Infar Solar Projects Limited	50,000	16.67%
	Total	3,00,000	100.00%

For Green Infra Wind Energy Limited

Manu Garg

Company Secretary

Membership No.: [REDACTED]

Address: C-1404, Express Greens Sector-1,
Vaishali, Ghaziabad – 201010, Uttar Pradesh

Date: 17 November 2023

Green Infra Wind Energy Limited

CIN: U23200HR2005PLC078211

Regd. Office: 5th Floor, Tower C, Building No. 8,
DLF Cybercity, Gurugram – 122 002, Haryana, India
Tel (91) 124 3896700, Fax (91) 124 3896710sgil.complianceofficer@sembcorp.com**GREEN INFRA WIND ENERGY LIMITED****LIST OF DEBENTUREHOLDERS (NON – CONVERTIBLE DEBENTURE, LISTED ON BOMBAY STOCK EXCHANGE) AS ON 31 MARCH 2023**

S. No.	Name of Debentureholders	No. of Non - Convertible Debenture (Rs. 8,40,000/- each)	Percentage
1.	DSP Equity & Bond Fund	470	4.70%
2.	IIFCL Mutual Fund Infrastructure Debt Fund Series – I	400	4.00%
3.	IIFCL Mutual Fund Infrastructure Debt Fund Series – II	600	6.00%
4.	HDFC Trustee Company Ltd A/C HDFC Medium Term Debt Fund	1250	12.50%
5.	HDFC Trustee Company Ltd A/C HDFC Credit Risk Debt Fund	2350	23.50%
6.	Tata Mutual Fund – Tata Hybrid Equity Fund	700	7.00%
7.	Tata Cleantech Capital Limited	1430	14.30%
8.	Tata Corporate Bond Fund	50	0.50%
9.	India Infradebt Limited	2750	27.50%
	Total	10,000	100.00%

For Green Infra Wind Energy Limited**Manu Garg****Company Secretary**

Membership No.: [REDACTED]

Address: C-1404, Express Greens Sector-1,
Vaishali, Ghaziabad – 201010, Uttar Pradesh

Date: 17 November 2023



N Kapoor & Associates
(Company Secretaries)



CS. NEELUKAPOOR
{ACS, B.Com, MBA(Fin)}
Membership No. [REDACTED]
Certificate of Practice No. [REDACTED]
Peer Reviewed Firm- 3245/ 2023

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

I have examined the registers, records and books and papers of **GREEN INFRA WIND ENERGY LIMITED (CIN U23200HR2005PLC078211)** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I 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;

Status is active under Companies Act 2013

2. Maintenance of registers/records & making entries therein within the time prescribed there for;

The company have maintained all the required registers/records and made entries from time to time.

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;

Company: During the financial year, the Company was not required to file any form with the Central Government, Regional Director, Court, Tribunal and other authorities.

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;

Comment: No resolution has been passed by postal ballot.

5. Closure of Register of Members/Security holders, as the case may be;

Not Applicable

6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act.

Comment: The Company has not given advance /loan to the directors and/or persons or firms or companies attracting provision of section 185 of the Companies Act, 2013.

7. Contracts/arrangements with related parties as specified in section 188 of the Act, as detailed in the Annual Report of the Company for the financial year 2022-23.

Comment: As informed by the Management and the detailed Annual Report & financials of the company for the financial year 2022-23, all the related party transaction were on arm's length basis and were in the ordinary course of business. Proper agreement were entered by the company with related party. Transaction with related party are conducted in a transparent manner with the interest of the company and stakeholders at utmost priority.

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;

Comment: During the year under review, following changes took place:

- On 14 May 2022, the Company had allotted 67,000 (Sixty Seven Thousand) Series 10, Compulsorily Convertible Cumulative Preference Shares) of Rs. 1000/- each for an aggregate amount of Rs. 6,70,00,000/- (Six Crores Seventy Lakhs Only) at par on private placement basis to Green Infra Wind Energy Project Limited;
- On 30 May 2022, the Company has allotted 35,000 (Thirty Five Thousand) Series 11, Compulsorily Convertible Cumulative Preference Shares of Rs 1000/- each for an aggregate amount of Rs 3,50,00,000/- (Three Crores Fifty Lakhs Only) at par on private placement basis to Green Infra Solar Energy Limited;

- On 3 November 2022, the Company had allotted 4,26,300 (Four Lakh Twenty Six Thousand Three Hundred) Series 12, Compulsorily Convertible Cumulative Preference Shares of Rs 1000/- each for an aggregate amount of Rs 42,63,00,000/- (Fourty Two Crores Sixty Three Lacs Only) at par on private placement basis to Green Infra Solar Energy Limited;
- On 16 November 2022, the Company has allotted 66,702 (Sixty Six Thousand Seven Hundred Two) Series 13, Compulsorily Convertible Cumulative Preference Shares (of Rs 1000/- each for an aggregate amount of Rs 6,67,02,000/- (Rupees Six Crores Sixty Seven Lacs Two Thousand Only) at par on private placement basis to Green Infra Solar Farms Limited;
- On 25 November 2022, the Company had allotted 58,000 (Fifty Eight Thousand) Series 14, Compulsorily Convertible Cumulative Preference Shares of Rs 1000/- each for an aggregate amount of Rs 5,80,00,000/- (Rupees Five Crores Eighty Lacs Only) at par on private placement basis to Green Infra Corporate Wind Limited;
- On 6 December 2022, the Company had allotted 21,000 (Twenty One Thousand) Series 15, Compulsorily Convertible Cumulative Preference Shares of Rs 1000/- each for an aggregate amount of Rs 2,10,00,000/- (Rupees Rupees Two Crores Ten Lacs Only) at par on private placement basis to Green Infra Wind Power Limited;
- On 8 December 2022, the Company had increased its Authorized Share Capital from INR 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crore only) divided into 210,00,00,000 (Two Hundred and Ten Crore) Equity Shares of INR 10/- (Rupees Ten Only) each aggregating to INR 2100,00,00,000/- (Rupees Two Thousand One Hundred Crore Only) and 40,00,000 (Forty Lakh) Preference Shares of INR 1000/- (Rupees One Thousand Only) each aggregating to INR 400,00,00,000/- (Rupees Four Hundred Crore Only) to INR 6,000,00,00,000/- (Rupees Six Thousand Crore Only) divided into 560,00,00,000 (Five Hundred and Sixty Crore) Equity Shares of INR 10/- (Rupees Ten Only) each aggregating to INR 5,600,00,00,000/- (Rupees Five Thousand Six Hundred Crore Only) and 40,00,000 (Forty Lakh) Preference Shares of INR 1000/- (Rupees One Thousand Only) each aggregating to INR 400,00,00,000 (Rupees Four Hundred Crore Only).
- On 14 December 2022, the Company had allotted 23,924 (Twenty Three Thousand Nine Hundred Twenty Four) Series 16, Compulsorily Convertible Cumulative Preference Shares of Rs 1000/- each for an aggregate amount of Rs 2,39,24,000/- (Rupees Two Crore Thirty Nine Lakh Twenty Four Thousand Only) at par on Private Placement basis to Green Infra Solar Energy Limited;
- On 28 December 2022, the Company had allotted 1,85,000 (One Lakh Eighty Five Thousand) Series 17, Compulsorily Convertible Cumulative Preference Shares of Rs 1000/- each for an aggregate amount of Rs 18,50,00,000/- (Rupees Eighteen Crore Fifty Lakh Only) at par on private placement basis to

Green Infra Wind Energy Project Limited and Green Infra Wind Farm Assets Limited;

- **On 9 January 2023, the Company had allotted 88,51,13,991 (Eighty Eight Crore Fifty One Lakh Thirteen Thousand Nine Hundred and Ninety One) equity shares of Rs 10/- each at a premium of Rs 12.37 per share aggregating an amount of Rs 1979,99,99,979/- (Rupees One Thousand Nine Hundred and Seventy Nine Crore Ninety Nine Lakh Nine Thousand Nine Hundred and Seventy Nine Only) on private placement;**

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 –

Comment: There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares. Hence, this clause is not applicable.

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 –

Comment: The Company has not declared / paid dividend during the financial year under review. Further, the Company was not required to transfer any amount to the Investor Education and Protection Fund with respect to any dividend and other amount required to be so transferred. Hence, this clause is not applicable.

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;

Comments: During the period under review, following changes took place:

- **On 8 April 2022, Mr. Dan Chen was resigned from the position of Director of the company;**
- **On 4 July 2022, Ms. Yap Siew Leng was appointed as an Additional Director of the Company;**
- **The Board of Directors of the Company in its Meeting held on 3 August 2022 had appointed Mr. Ankur Rajan as Whole Time Director of the Company for a period of 3 (Three) years with effect from 1 August 2022, subject to approval of the Members of the Company;**

- **Mr. Harsh Bansal** reappointed as Director of the Company, who was liable to retire by rotation as per Section 152 of the Companies Act, 2013 at the Annual General Meeting held on 23 September 2022;
- **Mr. Rajesh Prabhakar Zoldeo** who was appointed as an Additional Director of the Company on 11 August 2021, regularized and appointed as Director of the Company at the Annual General Meeting held on 23 September 2022;
- **Ms. Yap Siew Leng** who was appointed as an Additional Director of the Company on 4 July 2022, regularized and appointed as Director of the Company at the Annual General Meeting held on 23 September 2022;
- **Mr. Rajesh Prabhakar Zoldeo** appointed as Whole Time Director of the Company for a period of 3 years with effect from 1 January 2022 at the Annual General Meeting held on 23 September 2022;
- **Mr. Ankur Rajan** appointed as Whole Time Director of the Company for a period of 3 years with effect from 1 August 2022 at the Annual General Meeting held on 23 September 2022;
- **Mr. Harsh Bansal** re-appointed as Whole Time Director of the Company for a period of 3 years with effect from 1 October 2022 at the Annual General Meeting held on 23 September 2022;
- **Mr. Rajesh Prabhakar Zoldeo** was resigned from the position of Whole Time Director of the Company with effect from 22 March 2023;
- On 24 March 2023, **Mr. Sunil Pant** appointed as an Additional (Independent) Director of the Company;
- On 24 March 2023, the Board upon the recommendation of the Nomination and Remuneration Committee of the Company had appointed **Mr. Ankur Rajan** as Chairperson of the Board of Directors of the Company; and
- **Mr. Sunil Pant** who was appointed as an Additional (Independent) Director of the Company on 24 March 2023, regularized and appointed as Director of the Company at the Extra-Ordinary General Meeting held on 31 March 2023.

13. Appointment/ ~~reappointment/ filling up casual vacancies~~ of auditors as per the provisions of section 139 of the Act;

Comment: *There was no casual vacancy of the auditors during the period.*

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.

Comment: During the financial year, the company was not required to file any form with the central government/regional director, court, tribunal and other authorities.

15. Acceptance/renewal/repayment of deposits -

Comment: The Company has not accepted any deposits. Hence, this clause is not applicable.

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, wherever applicable.

18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company.

N KAPOOR & ASSOCIATES
Company Secretaries

Neelu Kapoor
Proprietor Signature;

Name of Company Secretary in practice; **Neelu Kapoor**

Membership. No.: A [REDACTED]

CP No.: 1 [REDACTED]

UDIN: AO [REDACTED] 002984527

Date: 19.12.2023

Place: Noida, Uttar Pradesh

Note: The qualification, reservation or adverse remarks; if any, may be stated at the relevant place(s).



Green Infra Wind Energy Limited

CIN: U23200HR2005PLC078211

Regd. Office: 5th Floor, Tower C, Building No. 8,
DLF Cybercity, Gurugram – 122 002, Haryana, India
Tel (91) 124 3896700, Fax (91) 124 3896710

sgil.complianceofficer@sembcorp.com

<https://sembcorpindia.com/giwel.html>

GREEN INFRA WIND ENERGY LIMITED

LIST OF REMAINING BOARD MEETINGS HELD UPTO 31 MARCH 2023

S. No.	Date of Board meeting	Total number of directors associated as on the date of meeting	No. of directors attended	Percentage of attendance
1.	20/02/2023	6	5	83.33%
2	24/03/2023	6	3	50.00%

For Green Infra Wind Energy Limited

Manu Garg

Company Secretary

Membership No.: [REDACTED]

Address: C-1404, Express Greens Sector-1,
Vaishali, Ghaziabad – 201010, Uttar Pradesh

Date: 22 November 2023

Clarification Note

Filing of E-form MGT-7 of Green Infra Wind Energy Limited (“GIWEL” or “the Company”)

While doing Pre- Scrutiny in E-Form MGT-7 of GIWEL, we are facing the error of DIN Association of Mr. Sunil Pant (DIN: 07068748) that he is not associated with the Company.

Further, we have raised many complaints at MCA Helpdesk to resolve aforesaid with the details mentioned below:-

S.No.	Complaint no	Date of Lodging Complaint
1	FO_202401021304017	2 January 2024
2	FO_202401031305275	3 January 2024
3	FO_202401291343523	31 January 2024

However, no satisfactory response / solution was provided till date in resolving the aforesaid error.

Kindly note that as required under “*Particulars of change in director(s) and Key managerial personnel during the year*” as follows:-

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Dan Chen	07136637	Director	08/04/2022	Cessation
Yap Siew Leng	09532951	Additional Director	04/07/2022	Appointment
Ankur Rajan	01737075	Whole Time Director	01/08/2022	Change in Designation
Yap Siew Leng	09532951	Director	23/09/2022	Change in Designation
Rajesh Prabhakar Zoldeo	09259509	Whole Time Director	22/03/2023	Cessation
Sunil Pant	07068748	Additional Director	24/03/2023	Appointment
Sunil Pant	07068748	Director	31/03/2023	Change in Designation

This is for your information and records.”

Clarification Note

Filing of E-form MGT-7 of Green Infra Wind Energy Limited

Please note that as on 31 March 2023, Green Infra Wind Energy Limited ("GIWEL"), was a subsidiary of Sembcorp Green Infra Limited ("SGIL") and SGIL is the subsidiary of Sembcorp Utilities Pte. Limited, based at Singapore.

National Company Law Tribunal, Chandigarh Bench, ("NCLT") vide its order dated 9 June 2023 has approved the Scheme of Amalgamation of SGIL with GIWEL. The Order of NCLT has become effective with effect from 12 July 2023. The appointed date under the Scheme of Amalgamation is 1 April 2021.

While entering the CIN of SGIL, Holding company under PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES), following error is depicting **"The Status of the CIN entered is Amalgamated. The form cannot be filed for this status"**. Therefore, we are not mentioning the name of SGIL as Holding company under point No III i.e Particulars of Holding, Subsidiary and Associate Companies.

Further, following is the Details of III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES) of the Company as on 31 March 2023:

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Sembcorp Green Infra Limited	U45400HR2008PLC068302	Holding	64.61
2	Sembcorp Utilities Pte. Limited	-	Holding	35.39

This is for your information and records.