FORM NO. MGT-7
[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

Annual Return
(other than OPCs and Small Companies)

I. REGISTRATION AND OTHER DETAILS

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

U29248MH1990PLC059463

(ii) (a) Name of the company

WAAREE ENERGIES LIMITED

(b) Registered office address

602, 6th Floor, Western Edge - I, Western Express Highway, Borivali (East), NA Mumbai Mumbai City Maharashtra

(c) *e-mail ID of the company

secretarial@waaree.com

(d) *Telephone number with STD code

02266444444

(e) Website

www.waaree.com

(iii) Date of Incorporation

18/12/1990

(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

Pre-fill

Name of the Registrar and Transfer Agent

Pre-fill

Refer the instruction kit for filing the form.
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

<table>
<thead>
<tr>
<th>S.No</th>
<th>Main Activity group code</th>
<th>Description of Main Activity group</th>
<th>Business Activity Code</th>
<th>Description of Business Activity</th>
<th>% of turnover of the company</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>D</td>
<td>Electricity, gas, steam and air condition supply</td>
<td>D1</td>
<td>Electric power generation, transmission and distribution</td>
<td>100</td>
</tr>
</tbody>
</table>

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

*No. of Companies for which information is to be given 15

<table>
<thead>
<tr>
<th>S.No</th>
<th>Name of the company</th>
<th>CIN / FCRN</th>
<th>Holding/ Subsidiary/Associate/ Joint Venture</th>
<th>% of shares held</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Waaree power private limited</td>
<td>U40108MH2019PTC334568</td>
<td>Subsidiary</td>
<td>100</td>
</tr>
<tr>
<td>2</td>
<td>Waaneep solar one private lim</td>
<td>U40300MH2018PTC310819</td>
<td>Subsidiary</td>
<td>100</td>
</tr>
<tr>
<td>3</td>
<td>Sangam Solar One Private Lim</td>
<td>U40300MH2020PTC337130</td>
<td>Subsidiary</td>
<td>100</td>
</tr>
<tr>
<td>4</td>
<td>Sangam Solar Two Private Lim</td>
<td>U40106MH2020PTC337132</td>
<td>Subsidiary</td>
<td>100</td>
</tr>
<tr>
<td>5</td>
<td>Sangam Solar Three Private Lim</td>
<td>U40106MH2020PTC337134</td>
<td>Subsidiary</td>
<td>100</td>
</tr>
<tr>
<td>6</td>
<td>Sangam Solar Four Private Lim</td>
<td>U40100MH2020PTC337133</td>
<td>Subsidiary</td>
<td>100</td>
</tr>
<tr>
<td>7</td>
<td>Blue Rays Solar Private Limited</td>
<td>U40106MH2010PTC208561</td>
<td>Subsidiary</td>
<td>100</td>
</tr>
</tbody>
</table>
### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

#### (i) SHARE CAPITAL

##### (a) Equity share capital

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Authorised capital</th>
<th>Issued capital</th>
<th>Subscribed capital</th>
<th>Paid up capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total number of equity shares</td>
<td>5,000,000,000</td>
<td>243,366,071</td>
<td>243,366,071</td>
<td>243,366,071</td>
</tr>
<tr>
<td>Total amount of equity shares (in Rupees)</td>
<td>50,000,000,000</td>
<td>2,433,660,710</td>
<td>2,433,660,710</td>
<td>2,433,660,710</td>
</tr>
</tbody>
</table>

Number of classes: 1

<table>
<thead>
<tr>
<th>Class of Shares</th>
<th>Authorised capital</th>
<th>Issued capital</th>
<th>Subscribed capital</th>
<th>Paid up capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equity</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Number of equity shares</td>
<td>5,000,000,000</td>
<td>243,366,071</td>
<td>243,366,071</td>
<td>243,366,071</td>
</tr>
<tr>
<td>Nominal value per share (in rupees)</td>
<td>10</td>
<td>10</td>
<td>10</td>
<td>10</td>
</tr>
<tr>
<td>Total amount of equity shares (in rupees)</td>
<td>50,000,000,000</td>
<td>2,433,660,710</td>
<td>2,433,660,710</td>
<td>2,433,660,710</td>
</tr>
</tbody>
</table>

##### (b) Preference share capital

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Authorised capital</th>
<th>Issued capital</th>
<th>Subscribed capital</th>
<th>Paid-up capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total number of preference shares</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Total amount of preference shares (in Rupees)</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

Number of classes: 0
<table>
<thead>
<tr>
<th>Class of shares</th>
<th>Authorised capital</th>
<th>Issued capital</th>
<th>Subscribed capital</th>
<th>Paid up capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of preference shares</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nominal value per share (in rupees)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total amount of preference shares (in rupees)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(c) Unclassified share capital

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Authorised Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total amount of unclassified shares</td>
<td>0</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Class of shares</th>
<th>Number of shares</th>
<th>Total nominal amount</th>
<th>Total Paid-up amount</th>
<th>Total premium</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Equity shares</strong></td>
<td>Physical DEMAT Total</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>At the beginning of the year</td>
<td>6,958,900 190,179,592 197138492</td>
<td>1,971,384.9</td>
<td>1,971,384.9</td>
<td></td>
</tr>
<tr>
<td>Increase during the year</td>
<td>0 46,946,479 46946479</td>
<td>469,464,790</td>
<td>469,464,790</td>
<td></td>
</tr>
<tr>
<td>i. Public Issues</td>
<td>0 0 0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>ii. Rights issue</td>
<td>0 0 0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>iii. Bonus issue</td>
<td>0 0 0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>iv. Private Placement/ Preferential allotment</td>
<td>0 46,227,579 46227579</td>
<td>462,275,790</td>
<td>462,275,790</td>
<td></td>
</tr>
<tr>
<td>v. ESOPs</td>
<td>0 0 0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>vi. Sweat equity shares allotted</td>
<td>0 0 0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>vii. Conversion of Preference share</td>
<td>0 0 0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>viii. Conversion of Debentures</td>
<td>0 0 0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>ix. GDRs/ADRs</td>
<td>0 0 0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>x. Others, specify</td>
<td>0 718,900 718900</td>
<td>7,189,000</td>
<td>7,189,000</td>
<td></td>
</tr>
<tr>
<td>conversion of physical shares</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Decrease during the year</td>
<td>718,900 0 718900</td>
<td>7,189,000</td>
<td>7,189,000</td>
<td>0</td>
</tr>
<tr>
<td>i. Buy-back of shares</td>
<td>0 0 0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>ii. Shares forfeited</td>
<td>0 0 0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>iii. Reduction of share capital</td>
<td>0 0 0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>
### Conversion of Physical Shares

<table>
<thead>
<tr>
<th>iv. Others, specify</th>
<th>718,900</th>
<th>0</th>
<th>718900</th>
<th>7,189,000</th>
<th>7,189,000</th>
</tr>
</thead>
<tbody>
<tr>
<td>At the end of the year</td>
<td>6,240,000</td>
<td>237,126,071</td>
<td>243366071</td>
<td>2,433,660,700</td>
<td>2,433,660,700</td>
</tr>
</tbody>
</table>

### Preference Shares

<table>
<thead>
<tr>
<th>at the beginning of the year</th>
<th>0</th>
<th>0</th>
<th>0</th>
<th>0</th>
<th>0</th>
</tr>
</thead>
<tbody>
<tr>
<td>Increase during the year</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>i. Issues of shares</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>ii. Re-issue of forfeited shares</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>iii. Others, specify</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Decrease during the year</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>i. Redemption of shares</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>ii. Shares forfeited</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>iii. Reduction of share capital</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>iv. Others, specify</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>At the end of the year</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

ISIN of the equity shares of the company: INE377N01017

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

<table>
<thead>
<tr>
<th>Class of shares</th>
<th>(i)</th>
<th>(ii)</th>
<th>(iii)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Before split / Consolidation</td>
<td>Number of shares</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Face value per share</td>
<td></td>
<td></td>
</tr>
<tr>
<td>After split / Consolidation</td>
<td>Number of shares</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Face value per share</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
(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.

<table>
<thead>
<tr>
<th>Date of the previous annual general meeting</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date of registration of transfer (Date Month Year)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Type of transfer</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Number of Shares/ Debentures/ Units Transferred</th>
<th>Amount per Share/ Debenture/Unit (in Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Ledger Folio of Transferor</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Transferor's Name</th>
<th>Surname</th>
<th>middle name</th>
<th>first name</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Ledger Folio of Transferee</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Transferee's Name</th>
<th>Surname</th>
<th>middle name</th>
<th>first name</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date of registration of transfer (Date Month Year)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Type of transfer</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Number of Shares/ Debentures/ Units Transferred</th>
<th>Amount per Share/ Debenture/Unit (in Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>
(iv) *Debentures (Outstanding as at the end of financial year)*

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Number of units</th>
<th>Nominal value per unit</th>
<th>Total value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Non-convertible debentures</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Partly convertible debentures</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Fully convertible debentures</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td></td>
<td><strong>0</strong></td>
</tr>
</tbody>
</table>

**Details of debentures**

<table>
<thead>
<tr>
<th>Class of debentures</th>
<th>Outstanding as at the beginning of the year</th>
<th>Increase during the year</th>
<th>Decrease during the year</th>
<th>Outstanding as at the end of the year</th>
</tr>
</thead>
<tbody>
<tr>
<td>Non-convertible debentures</td>
<td>500,000,000</td>
<td>0</td>
<td>0</td>
<td>500,000,000</td>
</tr>
<tr>
<td>Partly convertible debentures</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Fully convertible debentures</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

(v) *Securities (other than shares and debentures)*

<table>
<thead>
<tr>
<th>Type of Securities</th>
<th>Number of Securities</th>
<th>Nominal Value of each Unit</th>
<th>Total Nominal Value</th>
<th>Paid up Value of each Unit</th>
<th>Total Paid up Value</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)*
(i) Turnover
65,327,990,000

(ii) Net worth of the Company
19,428,710,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Category</th>
<th>Equity</th>
<th>Preference</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Number of shares</td>
<td>Percentage</td>
</tr>
<tr>
<td>1.</td>
<td>Individual/Hindu Undivided Family</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>(i) Indian</td>
<td>25,058,089</td>
<td>10.3</td>
</tr>
<tr>
<td></td>
<td>(ii) Non-resident Indian (NRI)</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>(iii) Foreign national (other than NRI)</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>2.</td>
<td>Government</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>(i) Central Government</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>(ii) State Government</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>(iii) Government companies</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>3.</td>
<td>Insurance companies</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>4.</td>
<td>Banks</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>5.</td>
<td>Financial institutions</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>6.</td>
<td>Foreign institutional investors</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>7.</td>
<td>Mutual funds</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>8.</td>
<td>Venture capital</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>9.</td>
<td>Body corporate (not mentioned above)</td>
<td>57,627,648</td>
<td>23.68</td>
</tr>
<tr>
<td>10.</td>
<td>Others</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td><strong>Total</strong></td>
<td>82,685,737</td>
<td>33.98</td>
</tr>
</tbody>
</table>

Total number of shareholders (promoters)
3

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

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Category</th>
<th>Equity</th>
<th>Preference</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Number of shares</td>
<td>Percentage</td>
</tr>
</tbody>
</table>

Page 8 of 15
1. Individual/Hindu Undivided Family
   (i) Indian 146,582,629 60.23 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) 14,097,705 5.79 0

10. Others 0 0 0

<table>
<thead>
<tr>
<th>Details</th>
<th>At the beginning of the year</th>
<th>At the end of the year</th>
</tr>
</thead>
<tbody>
<tr>
<td>Promoters</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>Members (other than promoters)</td>
<td>102</td>
<td>472</td>
</tr>
<tr>
<td>Debenture holders</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

Total number of shareholders (other than promoters) 472

Total number of shareholders (Promoters+Public/Other than promoters) 475

VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)
VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

<table>
<thead>
<tr>
<th>Category</th>
<th>Number of directors at the beginning of the year</th>
<th>Number of directors at the end of the year</th>
<th>Percentage of shares held by directors as at the end of year</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Executive</td>
<td>Non-executive</td>
<td>Executive</td>
</tr>
<tr>
<td>A. Promoter</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>2</td>
<td>0</td>
<td>2</td>
</tr>
<tr>
<td>B. Non-Promoter</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>1</td>
<td>4</td>
<td>1</td>
</tr>
<tr>
<td>(i) Non-Independent</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>1</td>
<td>0</td>
<td>1</td>
</tr>
<tr>
<td>(ii) Independent</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>0</td>
<td>4</td>
<td>0</td>
</tr>
<tr>
<td>C. Nominee Directors representing</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(i) Banks &amp; FIs</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>(ii) Investing institutions</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>(iii) Government</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>(iv) Small share holders</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>(v) Others</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Total</td>
<td>3</td>
<td>4</td>
<td>3</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Name</th>
<th>DIN/PAN</th>
<th>Designation</th>
<th>Number of equity share(s) held</th>
<th>Date of cessation (after closure of financial year : if any)</th>
</tr>
</thead>
<tbody>
<tr>
<td>HITESH CHIMANLAL D</td>
<td>00293668</td>
<td>Managing Director</td>
<td>14,104,082</td>
<td></td>
</tr>
<tr>
<td>VIREN CHIMANLAL DC</td>
<td>00207121</td>
<td>Whole-time director</td>
<td>10,954,007</td>
<td></td>
</tr>
<tr>
<td>HITESH PRANJIVAN M</td>
<td>00207506</td>
<td>Whole-time director</td>
<td>650,000</td>
<td></td>
</tr>
<tr>
<td>JAYESH DHIRAJLAL S</td>
<td>00182196</td>
<td>Director</td>
<td>25,500</td>
<td></td>
</tr>
<tr>
<td>RAJENDER MOHAN M</td>
<td>00136657</td>
<td>Director</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>SUJIT KUMAR VARMA</td>
<td>09075212</td>
<td>Director</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>RICHA MANOJ GOYAL</td>
<td>00159889</td>
<td>Director</td>
<td>4,444</td>
<td></td>
</tr>
<tr>
<td>Name</td>
<td>DIN/PAN</td>
<td>Designation</td>
<td>Number of equity share(s) held</td>
<td>Date of cessation (after closure of financial year : If any)</td>
</tr>
<tr>
<td>------------------</td>
<td>------------</td>
<td>-------------</td>
<td>-------------------------------</td>
<td>-------------------------------------------------------------</td>
</tr>
<tr>
<td>VIVEK SRIVASTAVA</td>
<td>AFNPS4606Q</td>
<td>CEO</td>
<td>40,000</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Name</th>
<th>DIN/PAN</th>
<th>Designation at the beginning / during the financial year</th>
<th>Date of appointment/ change in designation/ cessation</th>
<th>Nature of change (Appointment/ Change in designation/ Cessation)</th>
</tr>
</thead>
<tbody>
<tr>
<td>KIRANKUMAR PRAKASH</td>
<td>AGFPJ9741G</td>
<td>Company Secretary</td>
<td>11/01/2023</td>
<td>Cessation</td>
</tr>
</tbody>
</table>

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

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

<table>
<thead>
<tr>
<th>Type of meeting</th>
<th>Date of meeting</th>
<th>Total Number of Members entitled to attend meeting</th>
<th>Attendance</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Number of members attended</td>
</tr>
<tr>
<td>Extra-Ordinary General Mee</td>
<td>04/06/2022</td>
<td>105</td>
<td>5</td>
</tr>
<tr>
<td>Extra-Ordinary General Mee</td>
<td>03/09/2022</td>
<td>120</td>
<td>7</td>
</tr>
<tr>
<td>Extra-Ordinary General Mee</td>
<td>13/09/2022</td>
<td>199</td>
<td>7</td>
</tr>
<tr>
<td>Annual General Meeting</td>
<td>30/09/2022</td>
<td>259</td>
<td>7</td>
</tr>
<tr>
<td>Extra-Ordinary General Mee</td>
<td>30/11/2022</td>
<td>348</td>
<td>7</td>
</tr>
</tbody>
</table>

B. BOARD MEETINGS

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Date of meeting</th>
<th>Total Number of directors associated as on the date of meeting</th>
<th>Attendance</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Number of directors attended</td>
<td>% of attendance</td>
</tr>
<tr>
<td>1</td>
<td>05/05/2022</td>
<td>7</td>
<td>7</td>
</tr>
<tr>
<td>2</td>
<td>06/07/2022</td>
<td>7</td>
<td>7</td>
</tr>
<tr>
<td>3</td>
<td>08/08/2022</td>
<td>7</td>
<td>7</td>
</tr>
<tr>
<td>4</td>
<td>01/09/2022</td>
<td>7</td>
<td>7</td>
</tr>
<tr>
<td>5</td>
<td>12/09/2022</td>
<td>7</td>
<td>6</td>
</tr>
<tr>
<td>S. No.</td>
<td>Date of meeting</td>
<td>Total Number of directors associated as on the date of meeting</td>
<td>Number of directors attended</td>
</tr>
<tr>
<td>-------</td>
<td>----------------</td>
<td>-------------------------------------------------------------</td>
<td>-----------------------------</td>
</tr>
<tr>
<td>6</td>
<td>29/09/2022</td>
<td>7</td>
<td>7</td>
</tr>
<tr>
<td>7</td>
<td>04/11/2022</td>
<td>7</td>
<td>6</td>
</tr>
<tr>
<td>8</td>
<td>07/02/2023</td>
<td>7</td>
<td>7</td>
</tr>
<tr>
<td>9</td>
<td>03/03/2023</td>
<td>7</td>
<td>7</td>
</tr>
<tr>
<td>10</td>
<td>31/03/2023</td>
<td>7</td>
<td>7</td>
</tr>
</tbody>
</table>

C. COMMITTEE MEETINGS

Number of meetings held

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Type of meeting</th>
<th>Date of meeting</th>
<th>Total Number of Members as on the date of the meeting</th>
<th>Number of members attended</th>
<th>% of attendance</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Audit Committ</td>
<td>05/05/2022</td>
<td>3</td>
<td>3</td>
<td>100</td>
</tr>
<tr>
<td>2</td>
<td>Audit Committ</td>
<td>06/07/2022</td>
<td>3</td>
<td>3</td>
<td>100</td>
</tr>
<tr>
<td>3</td>
<td>Audit Committ</td>
<td>08/08/2022</td>
<td>3</td>
<td>3</td>
<td>100</td>
</tr>
<tr>
<td>4</td>
<td>Audit Committ</td>
<td>29/09/2022</td>
<td>3</td>
<td>3</td>
<td>100</td>
</tr>
<tr>
<td>5</td>
<td>Audit Committ</td>
<td>03/03/2023</td>
<td>3</td>
<td>3</td>
<td>100</td>
</tr>
<tr>
<td>6</td>
<td>Audit Committ</td>
<td>31/03/2023</td>
<td>3</td>
<td>3</td>
<td>100</td>
</tr>
<tr>
<td>7</td>
<td>Audit Committ</td>
<td>04/11/2022</td>
<td>3</td>
<td>3</td>
<td>100</td>
</tr>
<tr>
<td>8</td>
<td>Nomination an</td>
<td>01/04/2022</td>
<td>3</td>
<td>3</td>
<td>100</td>
</tr>
<tr>
<td>9</td>
<td>Nomination an</td>
<td>05/05/2022</td>
<td>3</td>
<td>3</td>
<td>100</td>
</tr>
<tr>
<td>10</td>
<td>Nomination an</td>
<td>27/02/2023</td>
<td>3</td>
<td>3</td>
<td>100</td>
</tr>
</tbody>
</table>

D. "ATTENDANCE OF DIRECTORS"

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Name of the director</th>
<th>Board Meetings</th>
<th>Committee Meetings</th>
<th>Whether attended AGM held on</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Number of Meetings which director was entitled to attend</td>
<td>Number of Meetings attended</td>
<td>Number of Meetings which director was entitled to attend</td>
</tr>
<tr>
<td>1</td>
<td>HITESH CHIM</td>
<td>10</td>
<td>10</td>
<td>100</td>
</tr>
<tr>
<td>S. No.</td>
<td>Name</td>
<td>Designation</td>
<td>Gross Salary</td>
<td>Commission</td>
</tr>
<tr>
<td>--------</td>
<td>-----------------</td>
<td>-------------------</td>
<td>--------------</td>
<td>------------</td>
</tr>
<tr>
<td>1</td>
<td>Hitesh Chimanlal</td>
<td>Managing Dir</td>
<td>20,030,000</td>
<td>0</td>
</tr>
<tr>
<td>2</td>
<td>Viren Chimanlal</td>
<td>Whole-time Dir</td>
<td>12,980,000</td>
<td>0</td>
</tr>
<tr>
<td>3</td>
<td>Hitesh Pranjiva</td>
<td>Whole-time Dir</td>
<td>19,540,000</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Total</td>
<td></td>
<td>52,550,000</td>
<td>0</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Name</th>
<th>Designation</th>
<th>Gross Salary</th>
<th>Commission</th>
<th>Stock Option/Sweat equity</th>
<th>Others</th>
<th>Total Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Hitesh Pranjiva</td>
<td>Chief Financi</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>2</td>
<td>Kirankumar Pra</td>
<td>Company Sec</td>
<td>1,740,000</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>1,740,000</td>
</tr>
<tr>
<td>3</td>
<td>Vivek Srivastav</td>
<td>CEO</td>
<td>17,760,000</td>
<td>0</td>
<td>16,770,000</td>
<td>0</td>
<td>34,530,000</td>
</tr>
<tr>
<td></td>
<td>Total</td>
<td></td>
<td>19,500,000</td>
<td>0</td>
<td>16,770,000</td>
<td>0</td>
<td>36,270,000</td>
</tr>
</tbody>
</table>
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

<table>
<thead>
<tr>
<th>Name of the company/ directors/ officers</th>
<th>Name of the court/ concerned Authority</th>
<th>Date of Order</th>
<th>Name of the Act and section under which penalised / punished</th>
<th>Details of penalty/ punishment</th>
<th>Details of appeal (if any) including present status</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(B) DETAILS OF COMPOUNDING OF OFFENCES ☑ Nil

<table>
<thead>
<tr>
<th>Name of the company/ directors/ officers</th>
<th>Name of the court/ concerned Authority</th>
<th>Date of Order</th>
<th>Name of the Act and section under which offence committed</th>
<th>Particulars of offence</th>
<th>Amount of compounding (in Rupees)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

ZARNA DHANAL SODAGAR

Whether associate or fellow ☑ Fellow ☐ Associate

Certificate of practice number 16687

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.
I am Authorised by the Board of Directors of the company vide resolution no. .. dated 25/09/2017 (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.

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

00207506

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

9546

Certificate of practice number

16687

Attachments

1. List of share holders, debenture holders

2. Approval letter for extension of AGM;

3. Copy of MGT-8;

4. Optional Attachment(s), if any

List of attachments

Committee Meeting details and attendance

LIST OF SHAREHOLDERS AS ON MARCH

MGT 8.pdf

UDIN.pdf

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.
<table>
<thead>
<tr>
<th>SR No</th>
<th>Type of Meeting</th>
<th>Date of Meeting</th>
<th>Total Number of Members as on the date of the meeting</th>
<th>Attendance</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Audit Committee Meeting</td>
<td>05/05/2022</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>2</td>
<td>Audit Committee Meeting</td>
<td>06/07/2022</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>3</td>
<td>Audit Committee Meeting</td>
<td>08/08/2022</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>4</td>
<td>Audit Committee Meeting</td>
<td>29/09/2022</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>5</td>
<td>Audit Committee Meeting</td>
<td>04/11/2022</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>6</td>
<td>Audit Committee Meeting</td>
<td>03/03/2023</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>7</td>
<td>Audit Committee Meeting</td>
<td>31/03/2023</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>8</td>
<td>Nomination and Remuneration Committee Meeting</td>
<td>01/04/2022</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>9</td>
<td>Nomination and Remuneration Committee Meeting</td>
<td>05/05/2022</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>10</td>
<td>Nomination and Remuneration Committee Meeting</td>
<td>27/02/2023</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>11</td>
<td>Nomination and Remuneration Committee Meeting</td>
<td>31/03/2023</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>12</td>
<td>Corporate Social Responsibility Committee Meeting</td>
<td>08/08/2022</td>
<td>3</td>
<td>3</td>
</tr>
</tbody>
</table>
### Annexure 2


<table>
<thead>
<tr>
<th>Sl. No.</th>
<th>Name Designation</th>
<th>Shareholding</th>
<th>Address</th>
<th>City</th>
<th>State</th>
<th>CUM. EQUITY SHARES</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>NAME OF SHAREHOLDERS</td>
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Note: The table contains a list of names, addresses, contact numbers, and other relevant information.
CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of WAAREE ENERGIES LIMITED (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 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 thereunder for in respect of:

1. its status under the Act;

2. maintenance of registers/records & making entries therein within the time prescribed therefor;

3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;

4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.

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

6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. contracts/arrangements with related parties as specified in section 188 of the Act;

8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

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

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15. acceptance/ renewal/ repayment of deposits;

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

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

Place: Mumbai                     Signature: ZARANA
Date: 31.10.2023                  Name of Company Secretary in practice: ZARNA SODAGAR
Proprietor Zarna Sodagar & Co.    C.P. No.: 16687 Membership No.F9546
UDIN: F009546E001557994