FORM NO. MGT-7

Refer the instruction kit for filing the form.

(c) *e-mail ID of the company

Date of Incorporation

(e) Website

(iii)

(d) *Telephone number with STD code

Form language

[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)

U40106HR2015PLC102129	Pre-fill
AANCA4988R	
ACME SOLAR HOLDINGS LIMIT	
_	AANCA4988R

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) Wh	ether company is having share ca	pital • Yes () No

Yes

(b) CIN of the Registrar and Transfer Agent
Name of the Registrar and Transfer Agent

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

L72400TG2017PLC117649

No

CS*****ME.IN

www.acmesolar.in

01******00

03/06/2015

Pre-fill

	KFIN TECHNOLOGI	IES I IMITED					
	Registered office		Registrar and Tr	ransfer Agents			
	Selenium, Tower B anakramguda, Ser			ct, N			
(vii)	*Financial year Fro	om date 01/04	1/2023	(DD/MM/YYY	Y) To date	31/03/2024	(DD/MM/YYYY)
(viii)	*Whether Annual	general meetii	ng (AGM) held	•	Yes 🔘	No	1
	(a) If yes, date of A	AGM	20/09/2024				
	(b) Due date of AG	GM	30/09/2024				
	(c) Whether any e	xtension for A	GM granted		○ Yes	No	
II. F	PRINCIPAL BUS	SINESS AC	TIVITIES OF	THE COMPA	NY		
	*Number of bus		<u> </u>				
S	S.No Main	Description of	Main Activity gro	oup Business	Description	of Business Activity	% of turnove

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code		% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	100

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

*No. of Companies for which information is to be given	39	Pre-fill All
110. of companies for which information is to be given		i ie-iiii Aii

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ACME CLEANTECH SOLUTIONS	U74110HR2003PTC035026	Holding	100
2	AAROHI SOLAR PRIVATE LIMITI	U32109HR2008PTC038030	Subsidiary	100
3	ACME DEOGHAR SOLAR POWE	U40300HR2016PTC095349	Subsidiary	100
4	DAYANIDHI SOLAR POWER PRI	U40106HR2014PTC051645	Subsidiary	100
5	ACME JAISALMER SOLAR POW	U40104HR2009PTC039681	Subsidiary	100
6	VISHWATMA SOLAR ENERGY P	U40106HR2014PTC051647	Subsidiary	100
7	ACME MAHBUBNAGAR SOLAR	U40300HR2016PTC057909	Subsidiary	100

8	ACME REWA SOLAR ENERGY P	U40106HR2017PTC067856	Subsidiary	100
9	ACME SOLAR ENERGY PRIVATE	U74140HR2010PTC041538	Subsidiary	100
10	ACME SOLAR POWER TECHNO	U40106HR2015PTC055809	Subsidiary	100
11	ACME YAMUNANAGAR SOLAR	U40300HR2016PTC057877	Subsidiary	100
12	NIRANJANA SOLAR ENERGY PF	U40106HR2014PTC051626	Subsidiary	100
13	ACME JODHPUR SOLAR POWE	U40300HR2007PTC036826	Subsidiary	100
14	ACME PV POWERTECH PRIVAT	U40106HR2015PTC055817	Subsidiary	100
15	ACME ODISHA SOLAR POWER	U40108HR2009PTC039102	Subsidiary	100
16	ACME RAIPUR SOLAR POWER F	U40300HR2014PTC053674	Subsidiary	100
17	ACME SOLAR ENERGY (MADH)	U40300HR2009PTC038900	Subsidiary	100
18	ACME SOLAR TECHNOLOGIES	U40105HR2009PTC038901	Subsidiary	100
19	DAYAKARA SOLAR POWER PRI	U40108HR2015PTC054362	Subsidiary	100
20	GRAHATI SOLAR ENERGY PRIV	U40108HR2015PTC054324	Subsidiary	100
21	ACME MAGADH SOLAR POWE	U40300HR2014PTC053995	Subsidiary	100
22	ACME NALANDA SOLAR POWE	U40104HR2014PTC053996	Subsidiary	100
23	NIROSHA POWER PRIVATE LIM	U40106HR2015PTC054395	Subsidiary	100
24	ACME SOLAR ROOFTOP SYSTE	U40106HR2015PTC054379	Subsidiary	100
25	ACME SIDLAGHATTA SOLAR EI	U40200DL2018PTC348831	Subsidiary	100
26	ACME DHAULPUR POWERTECH	U40300HR2018PTC096707	Subsidiary	100
27	ACME RAISAR SOLAR ENERGY	U40100HR2018PTC096706	Subsidiary	100
28	ACME PHALODI SOLAR ENERG	U40300HR2018PTC096696	Subsidiary	100
29	ACME HEERGARH POWERTECH	U40106HR2018PTC093853	Subsidiary	100
30	ACME AKLERA POWER TECHNO	U40100HR2018PTC094212	Subsidiary	100
31	ACME RENEWABLE SOLUTION:	U40106HR2020PTC089228	Subsidiary	100
32	ACME URJA PRIVATE LIMITED	U40106HR2020PTC089230	Subsidiary	100

33	ACME SURYA MODULES PRIVA	U40300HR2020PTC089231	Subsidiary	100
34	ACME ECO CLEAN ENERGY PRI	U40100HR2021PTC096513	Subsidiary	100
35	ACME POKHRAN SOLAR PRIVA	U40106HR2021PTC096512	Subsidiary	100
36	ACME SIKAR SOLAR PRIVATE LI	U40106HR2021PTC096379	Subsidiary	100
37	ACME RENEWABLE RESOURCE	U40106HR2022PTC106174	Subsidiary	100
38	RENEW SOLAR PHOTOVOLTAK	U40106HR2021PTC097648	Subsidiary	51
39	ACME VENUS URJA PRIVATE LI	U35106HR2024PTC120283	Subsidiary	100

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	1,000,000,000	104,441,582	104,441,582	104,441,582
Total amount of equity shares (in Rupees)	10,000,000,000	1,044,415,820	1,044,415,820	1,044,415,820

Number of classes	
-------------------	--

	Authoricad	icaniiai	Subscribed capital	Paid up capital
Number of equity shares	1,000,000,000	104,441,582	104,441,582	104,441,582
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	1,044,415,820	1,044,415,820	1,044,415,820

(b) Preference share capital

Particulars	Authorised capital	lssued 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 0	
---------------------	--

	A 4 !	IGabitai	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Nı	umber of sh	ares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	104,441,582	104441582	1,044,415,8	1,044,415,	
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		0	104,441,582	104441582	1,044,415,8	1,044,415,	
Preference shares							
At the beginning of the ye	At the beginning of the year		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 sha	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 capi	tal	0	0	0	0	0	0
iv. Others, specify							
At the end of the year		0	0	0	0	0	
SIN of the equity shares	of the company						
(ii) Details of stock spl	it/consolidation during t	ne year (for ea	ch class of s	hares)	0		
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 share of the first return at								ial ye	ear (or in the case
⊠ Nil									
[Details being prov	ided in a CD/Di	gital Media]		\bigcirc	Yes	\bigcirc	No	\bigcirc	Not Applicable
Separate sheet atta	ached for detai	s of transfers		\circ	Yes	\circ	No		
Note: In case list of trans Media may be shown.	fer exceeds 10,	option for sul	bmission a	as a separa	te sheet	: attachr	nent o	r subm	ission in a CD/Digital
Date of the previous	annual gener	al meeting							
Date of registration of	of transfer (Da	te Month Yea	ar)						
Type of transfe	r	1 -	- Equity,	2- Prefere	ence Sh	ares,3	- Deb	enture	s, 4 - Stock
Number of Shares/ Dunits Transferred	Debentures/			Amount Debenti)		
Ledger Folio of Trans	sferor								
Transferor's Name									
	Surn	ame		middle	name			f	irst name
Ledger Folio of Trans	sferee								
Transferee's Name									
	Surn	ame		middle	name			†	first name
Date of registration c	of transfer (Da	te Month Yea	ar)						
Type of transfe	r	1 -	- Equity,	2- Prefere	ence Sh	ares,3	- Deb	enture	s, 4 - Stock
Number of Shares/ Dunits Transferred	Debentures/			Amount Debenti)		

Ledger Folio of Trans	sferor		
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Trans	sferee		
Transferee's Name			
	Surname	middle name	first name

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	750	578748	434,061,000
Partly convertible debentures	0	0	0
Fully convertible debentures	6,500,000	1000	6,500,000,000
Total			6,934,061,000

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	434,061,000	0	0	434,061,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	6,500,000,000	0	0	6,500,000,000

(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)

0

(i) Turnover

4,708,398,090

(ii) Net worth of the Company

20,521,486,562

VI. (a) *SHARE HOLDING PATTERN - 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)	104,441,582	100	0		
10.	Others	0	0	0		
	Total	104,441,582	100	0	0	

Total number of shareholders (promoters)

1			
1			
1			
17			
17			
1			
1			

(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	
	(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 number of shareholders (other than promoters)	0
Total number of shareholders (Promoters+Public/ Other than promoters)	7

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	2	7
Members (other than promoters)	0	0
Debenture holders	7	7

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category		directors at the g of the year	Number of directors at the end of the year Number of directors at the end of directors as at the end of directors			
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	0	0
B. Non-Promoter	1	2	2	2	0	0
(i) Non-Independent	1	2	2	2	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	2	2	3	2	0	0

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

6

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MANOJ KUMAR UPAE	01282332	Managing Director	0	
SHASHI SHEKHAR	01747358	Whole-time directo	0	
VENKATRAMAN KRIS	00419253	Director	0	22/04/2024
ATUL SABHARWAL	07845048	Director	0	
SUBHASH KUMAR	07905656	Whole-time directo	0	30/04/2024
RAJESH SODHI	AGZPS3457N	Company Secretar	0	

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

2

Name			designation / cossation	Nature of change (Appointment/ Change in designation/ Cessation)
SUBHASH KUMAR	07905656	Additional director	04/08/2023	Appointment
SUBHASH KUMAR	07905656	Whole-time director	30/09/2023	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 5

Type of meeting	Date of meeting	Total Number of Members entitled to	Attendance		
				% of total shareholding	
Extraoridnary General Meet	19/06/2023	2	2	100	
Extraoridnary General Meet	08/07/2023	2	2	100	
Annual General Meeting	30/09/2023	2	2	100	
Extraoridnary General Meet	27/12/2023	2	2	100	
Extraoridnary General Meet	31/01/2024	2	2	100	

B. BOARD MEETINGS

*Number of meetings held 5

S. No.	Date of meeting	Total Number of directors associated as on the date		Attendance	
		of meeting	Number of directors attended	% of attendance	
1	19/04/2023	4	3	75	
2	15/06/2023	4	4	100	
3	04/08/2023	4	4	100	
4	27/11/2023	5	5	100	
5	19/03/2024	5	4	80	

C. COMMITTEE MEETINGS

1

S. No.	Type of meeting Date of meeting		Total Number of Members as	Attendance		
				Number of members attended	% of attendance	
1	Corporate Soc	19/03/2024	3	3	100	

D. *ATTENDANCE OF DIRECTORS

			Board Meetings		Co	ommittee Meetin	gs	Whether attended AGM
S. No.	of the director		Meetings	% of attendance		Meetings	% of attendance	20/09/2024 (Y/N/NA)
1	MANOJ KUMA	5	5	100	1	1	100	Yes
2	SHASHI SHE	5	5	100	1	1	100	Yes
3	VENKATRAM.	5	5	100	0	0	0	Not Applicable
4	ATUL SABHA	5	3	60	0	0	0	No
5	SUBHASH KI	2	2	100	1	1	100	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

	N I		ı
	l N	i	ı
		•	ı

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	SHASHI SHEKHAR	Whole-time dired	11,741,348	0	0	0	11,741,348
2	SUBHASH KUMAR	Whole-time dired	9,423,996	0	0	0	9,423,996
	Total		21,165,344	0	0	0	21,165,344

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

1	
---	--

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajesh Sodhi	Company Secre	6,313,278	0	0	0	6,313,278
	Total		6,313,278	0	0	0	6,313,278

Number of other directors whose remuneration details to be entered

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

S. No.	Nan	ne	Designa	Designation		alary	Commission		Stock Option/ Sweat equity	Oth	ers	Total Amount
1	Atul Sab	harwal N	Non-Exec	cutive C	0		0		0	180,	000	180,000
2	Venkat Ra	man Krisl	Non-Exec	cutive C	0		0		0	С)	0
	Total				0		0		0	180,	000	180,000
A. Who prov B. If N I. PENA) DETAI	ether the corvisions of the	mpany has recompanies ons/observa UNISHMEN ALTIES / PL Name of th concerned	made com s Act, 201 tions T - DETA	pliances 3 during	e and disclo	COMPAN'	espect of app Y/DIRECTOR the Act and nder which d / punished	S /O	yes Yes		f appeal (i present s	
Name of	AILS OF CO	MPOUNDIN Name of th concerned Authority			S 🔀 N	Name o	f the Act and under which committed		articulars of fence	Amoun Rupees		ounding (in
		lete list of	shareholo	lers, de	benture ho	Iders has	s been enclo	sed a	as an attachmer	nt		
XIV. CO	Ye MPLIANCE of a listed co	S No OF SUB-SE mpany or a	ECTION (i	having ¡	paid up sha	re capital	E OF LISTED	rupe	ees or more or tur	nover of F	Fifty Crore	rupees or

○ Associate ● Fellow

17668

Whether associate or fellow

Certificate of practice number

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. .. 17 dated 25/04/2024

(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	MANOJ Epital je signed by MANOJ RUMAR KUMAR UPADHYAY UPADHYAY 19.22.41 + 05.30				
DIN of the director	0*2*2*3*				
To be digitally signed by	RAJESH Digitally signed by RAJESH SODHI Date: 2024.11.07 19:26:51 +05'30'				
Company Secretary					
Company secretary in practice					
Membership number 3*4*		Certificate of practice r	number		
Attachments				List of attachments	
1. List of share holders, de	ebenture holders		Attach MGT	-8 ASHL 2024.pdf	

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

Attach Attach Attach

Clarification for identification of Promoter p ASHL list of Shareholders and debentures

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



KATIRA & ASSOCIATES COMPANY SECRETARIES

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, KATIRA & ASSOCIATES have examined the registers, records and books and papers of ACME SOLAR HOLDINGS LIMITED (formerly known as ACME SOLAR HOLDINGS PRIVATE LIMITED) ("the Company") having CIN U40106HR2015PLC102129 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, 2024. 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 the following:

1. Its status under the Act;

The status of the Company under the Act was a Private Limited Company, Limited by shares during the financial year and during the year there was no change in the status of the Company;

(Note: After the end of the reporting period and before the date of signing this certificate, the status of the Company has changed from Private Limited Company to Public Limited Company w.e.f. June 22, 2024.)

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

The Company has kept and maintained all required registers/records as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.



- 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;
 - The Company has filed the forms and returns with the Registrar of Companies, Delhi NCT through the portal provided by the Ministry of Corporate Affairs i.e. www.mca.gov.in within the prescribed time and applicable fees, in accordance with the Act and rules made thereunder.
 - The Company has filed an application with the National Company Law Tribunal, Chandigarh to approve the composite scheme of arrangement ("Scheme") for demerger of solar and wind business belonging to the Company with and into ACME Cleantech Solution Private Limited on a going concern and amalgamation of the Company with its remaining business with and into MKU Holdings Private Limited.

(Note: After the end of the reporting audit period and before the date of signing this report, the Board of the Company by way of passing a Board Resolution dated May 27, 2024 withdraw the scheme and the National Company Law Tribunal, Chandigarh pursuant to an order dated June 7, 2024 allowed the petition to withdraw the scheme.)

- iii) Further, as per the records of the company and representations of the company and its officers, the Company was not required to file any forms with Regional Director, Central Government, Court or 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;
 - i) The Board of Directors duly met 05 (Five) times respectively on 19th April 2023, 15th June 2023, 04th August 2023, 27th November 2023 and 19th March 2024 as stated in Annual Return in respect of which meetings proper notices were given and the proceedings have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.



- The CSR Committee had met 01 (One) time during the year under review on 19th March 2024 as stated in Annual Return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.
- The Extra-Ordinary General Meeting of the members of Company was held 04 (Four) times on 19th June 2023, 08th July 2023, 27th December 2023 and 31st January, 2024 as stated in the annual return in respect of which meeting, proper notice was given and the proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.
- iv) The 08th Annual General Meeting of the members of Company was held on 30th September 2023 as stated in the annual return in respect of which meeting, proper notice was given and the proceedings, have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.
- 5. closure of Register of Members / Security holders, as the case may be;

The Company was not required to close its register of members /security holders during the financial year.

advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

The Company in its extra-ordinary general meetings held on 19th June 2023, 08th July 2023 27th December 2023 and 31st January, 2024 has passed special resolution(s) to advance loan (in the form of loans, debentures, bonds, investments and/or any other form as may be agreed to between the Company and the relevant person) including any loan represented by a book debt or give any guarantee or provide any security in connection with availing of various facilities by ACME Cleantech Solutions Private Limited ("Holding Company") in compliance of applicable provisions in respect of advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act.



contracts/arrangements with related parties as specified in section 188 of the Act;

During the year under review, all the contracts and arrangements entered with related parties were executed on arm's length basis in compliance of the provisions of Section 188 of Companies Act, 2013. Further, the transactions executed with related parties in terms of IND-AS – 24, has been disclosed in the Standalone financial statements of the Company;

- 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;
 - The Company has neither issued nor allotted any shares or other securities during the year under review.
 - ii) There was no instance of transfer or transmission of shares during the year under review.
 - There was no occasion for the Company to buy back any shares or securities.
 - iv) The Company has not altered or reduced share capital/or converted shares/or securities or redeemed any redeemable preference share/debentures during the financial year.
 - v) The Company was not required to issue security certificates in all instances

Note: After the end of the reporting period and before the date of signing this certificate:

the authorized share capital of our Company was sub-divided from 1,000,000,000 equity shares of face value of ₹ 10 each to 5,000,000,000 Equity Shares of face value of ₹ 2 each. Subsequent paid-up capital of the Company was Rs. 104,44,15,820 divided from 52,22,07,910 equity shares of face value of Rs. 2 each pursuant to resolutions passed by the Board and the Shareholders in their meetings dated May 27, 2024 and June 7, 2024



- ii) the Company has fully redeemed the Non-Convertible Debentures ("NCDs") in terms of the provisions of Debenture Trust Deed ("DTD") and the outstanding principal amount INR 43,40,61,000 (Indian Rupees Forty-Three Crore Forty Lakhs and Sixty-One Thousand) i.e. the Redemption Amount in respect of the NCDs issued in terms of the Deed has been paid in full on May 22, 2024
- the Company has converted 65,00,000 Compulsory Convertible Debenture ("CCDs") of Rs. 1,000/- (One Thousand Only) each aggregating to Rs. 650,00,00,000/- (Rupees Six Hundred Fifty Crore Only) into 65,00,000 Non-Convertible Debenture ("NCDs") of Rs. 1,000/- (One Thousand Only) each aggregating to Rs. 650,00,00,000/- (Rupees Six Hundred Fifty Crore Only) pursuant to board, shareholders and operational committee resolutions dated May 27, 2024, June 7, 2024, and June 12, 2024 and subsequently, all the converted 65,00,000 NCDs were redeemed to the holders pursuant to consent of debenture holder received by letter dated June 12, 2024.
- 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;

There were no transactions necessitating the company to keep in abeyance the right to dividend, right shares and bonus shares, pending registration of transfer of shares.

 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;

The Company has not declared any dividend, and was not required to 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;

The Company's audited financial statement has been signed as per the provisions of section 134 of the Act and report of directors during the financial year has been prepared in accordance with the Section 134 (3)(4) and (5) thereof of the Companies Act, 2013;



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

The Board of the Company was duly constituted. During the financial year under review, the constitution/appointment/re-appointment/retirement of Directors was made in compliance with the provisions of the Act.

Further, all the Directors/Key Managerial Personnel have disclosed their nature of interest/ concern in Form MBP-1 and the same have been recorded at the Board meeting and minutes of the meeting and the remuneration was paid accordance to regulations of the company.

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

M/s S. Tekriwal & Associates (FRN: 009612N), Chartered Accountants were reappointed as Joint Statutory Auditor of the Company at the 6th Annual General Meeting of the Company held on November 29, 2021 for a period of four consecutive year i.e. till the conclusion of 10th Annual General Meeting to be held in the year 2025 and M/s Walker Chandiok & Co., LLP (FRN:001076N/N500013), Chartered Accountants were re-appointed as Joint Statutory Auditor of the Company for a period of five consecutive year i.e. till the conclusion of 11th Consecutive AGM to be held in the year 2026.

The Company has duly complied with the provisions of Section 139 of the Companies Act, 2013 relating to appointment of Statutory Auditor of the Company and there was no case of filling of casual vacancies of Auditors;

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;

The Company has filed an application with the National Company Law Tribunal, Chandigarh for approval of the composite scheme of arrangement ("Scheme") for demerger of solar and wind business belonging to the Company with and into ACME Cleantech Solution Private Limited on a going concern and amalgamation of the Company with its remaining business with and into MKU Holdings Private Limited.



Further during the financial year, the Company has not taken any approvals from the Central Government, Regional Director, Registrar of Companies, Court or such other authorities.

(Note: After the end of the reporting audit period and before the date of signing this report, the Board of the Company by way of passing a Board Resolution dated May 27, 2024 withdraw the scheme and the National Company Law Tribunal, Chandigarh pursuant to an order dated June 7, 2024 allowed the petition to withdraw the scheme.)

15. acceptance/ renewal/ repayment of deposits;

The Company has not accepted/ renewed/ repaid any deposits falling within the purview of sections 73, 74, 75 and 76 of the Act read with Companies (Acceptance of Deposits) Rules 2014.

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

During the year under review, the amount borrowed by the Company was within the borrowing limits and were in compliance with the Act and the Company has filed necessary e-forms for creation, modification and satisfaction of charges in that respect. Further, the Company being a private limited company was not required to comply with provisions of Section 180 of the Act;

(Note: After the end of the reporting period and before the date of signing this certificate, the status of the Company has changed from Private Limited Company to Public Limited Company w.e.f. June 22, 2024 and the Company has complied with the provisions of Section 180 of the Act)

 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;

The Company is in compliance of applicable provisions in respect of 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;

Date: 05/10/2024

Place: New Delhi



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

The company has not altered the Memorandum of Association and Articles of Association of the Company during the reporting period.

(Note: After the end of the reporting period and before the date of signing this certificate, the Company altered its Memorandum of Association and Articles of Association in compliance with the provisions of the Companies Act, 2013. This alteration was approved in an Extra-Ordinary General Meeting of the members of the Company on June 07, 2024, facilitating the conversion of the Company from a Private Limited Company to a Public Limited Company. Subsequently, the Company's status changed to Public Limited Company w.e.f. June 22, 2024, following the approval of the Registrar of Companies, Delhi NCT.)



FOR KATIRA & ASSOCIATES

(Company Secretaries)

Hirendra Rajendra Katira

(Proprietor)

FCS: 12657 C. P. No.: 17668

Peer Review Unit No. 3798/2023

UDIN: F012657F001453536

Note: This Certificate is to be read with our covering letter of even date which is annexed as "Annexure-A" and forms an integral part of this report.



Annexure-A

COVERING LETTER

To.

ACME SOLAR HOLDINGS LIMITED

(formerly known as ACME SOLAR HOLDINGS PRIVATE LIMITED)
Plot No. 152 Sector 44,
Gurgaon, HR 122002 IN

Our Certificate of even date is to be read along with this letter as under:

- 1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records.
- 2. We have followed such practice and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on random 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.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4. The compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations under the Companies Act and happening of various events etc., at the Company and relied on the same;

FOR KATIRA & ASSOCIATES

(Company Secretaries)

Hirendra Rajendra Katira

(Proprietor) FCS: 12657

C. P. No.: 17668

Peer Review Unit No. 3798/2023 UDIN: F012657F001453536

Date: 05/10/2024 Place: New Delhi



LIST OF EQUITY SHAREHOLDERS OF ACME SOLAR HOLDINGS LIMITED AS ON 31.03.2024

Sr. No.	Name	No. of Shares	Nominal Value per share (In Rs.)	Paid up Share Capital (In Rs.)	Percentage of Shareholding
1.	ACME Cleantech Solutions Private Limited	104,441,581	10	1,044,415,810	100%
2.	VRS Infotech Private Limited (Nominee of ACME Cleantech Solutions Private Limited)	1	10	10	Negligible
	Total	10,44,41,582*	10	104,44,15,820	100%

^{*} After the end of the year under review, pursuant to resolutions passed by our Board and the Shareholders in their meetings held on May 27, 2024 and June 7, 2024, respectively, the authorized share capital of our Company was sub-divided from 1,000,000,000 equity shares of face value of ₹ 10 each to 5,000,000,000 Equity Shares of face value of ₹ 2 each. Accordingly, paid-up capital of the Company was Rs. 1,044,415,820 divided into 522,207,910 equity shares of face value of Rs. 2 each.

Clarification:

After the end of the reporting period and before the date of signing this report, the status of the Company has changed from ACME Solar Holdings Private Limited to ACME Solar Holdings Limited. A fresh Certificate of Incorporation consequent upon conversion to public limited company has been issued by Registrar of Companies, NCT of Delhi & Haryana on June 22, 2024.

In view of the above, this is to inform you that the total number of shareholder increase to seven, as minimum requirement for Public Company.

As on 31st March, 2024, the total number of shareholder is two but system is not allowing us to fill same and showing incorrect error i.e. "The total number of shareholder shall be equal to or greater than seven in case of public company" under the tab VI of form MGT-7. In this regard, we have raised a ticket vide ticket no. FO_202410182001355 dated 18th October, 2024 on MCA portal but not received any solution for the same. Therefore, we are mentioning the total number of shareholder is seven instead of two as on 31 March, 2024.



LIST OF COMPULSORY CONVERTIBLE DEBENTURES HOLDERS OF ACME SOLAR HOLDINGS LIMITED AS ON 31.03.2024

Sr. No.	Name of the Holder of Compulsory Convertible Debenture ("CCD")	No. of CCD held	Nominal Value per CCD (In Rs.)	Total Value (In Rs.)	Percentage(%)
1.	ACME Cleantech Solutions Private Limited	6,500,000	1000	6,500,000,000	100
Total	-	6,500,000*	1000	6,500,000,000	100

^{*} After the end of the year under review, pursuant to board, shareholders and operational committee resolutions dated May 27, 2024; June 7, 2024 and June 12, 2024, respectively, these 6,500,000 CCDs were converted into 6,500,000 NCDs of Rs 1,000 each. Subsequently, these NCDs were redeemed to the holders pursuant to consent letter dated June 12, 2024 of debenture holder.





LIST OF NON CONVERTIBLE DEBENTURES ("NCD") HOLDERS OF ACME SOLAR HOLDINGS PRIVATE LIMITED AS ON 31.03,2024

Sr. No.	Name of the Holder of Non Convertible Debenture ("NCD")	No. of NCD held	Nominal Value per NCD (In Rs.)	Total Value
1.	ALLIANZ GLOBAL		5,78,748/-	
	INVESTORS GMBH ACTING			
	ON BEHALF OF ALLIANZ			
	VGL FONDS	293		16,95,73,164
2.	ALLIANZ GLOBAL		5,78,748/-	
	INVESTORS GMBH ACTING			
	ON BEHALF OF ALLIANZ			
	APAV FONDS	14		81,02,472
3.	ALLIANZ GLOBAL		5,78,748/-	
	INVESTORS GMBH ACTING			
	ON BEHALF OF ALLIANZ		'	
	VK RENTENDIREKT FONDS	41		2,37,28,668
4.	ALLIANZ GLOBAL		5,78,748/-	
	INVESTORS GMBH ACTING			
	ON BEHALF OF ALLIANZ		•	ĺ
	RFG FONDS	14		81,02,472
5.	ALLIANZ GLOBAL	·	5,78,748/-	
	INVESTORS GMBH ACTING			
	ON BEHALF OF ALLIANZ	·		
	VGI 1 FONDS	13	<u> </u>	75,23,724
6.	BANK OF AMERICA		5,78,748/-	
	SINGAPORE LIMITED	375		21,70,30,500
	Total	750*		43,40,61,000

^{*}After the end of year under review, the Company has fully redeemed the value of Non-Convertible Debentures in terms of the provisions of Debenture Trust Deed, on May 22, 2024 and there are no dues outstanding from the Issuer i.e. ACME Solar Holdings Limited.

For ACME Solar Holdings Limited (formerly known as ACME Solar Holdings Private

Limited)

Rajesh Sodhi Company Secretary

Membership No. 3043

Address: 7/113, Single Storey, *
Ramesh Nagar H.O. West Delhi-110015



October 17, 2024

To,
Registrar of Companies
NCT of Delhi & Haryana
4th Floor, IFCI Tower, 61, Nehru Place,
New Delhi-110019

Subject: Clarification in respect e-Forms MGT-7 filed for annual return of M/s ACME Solar Holdings Limited with respect to identification of promoters of the Company.

Dear Sir,

This is to apprise you that pursuant to a resolution dated June 22, 2024, the board of directors of the Company ("Board") has given its in-principle approval to the Company to undertake an initial public offer of its equity shares ("Offer"). For the purposes of the proposed Offer, the Company is required to disclose the names of its promoters in the offer documents that will be filed with the Securities and Exchange Board of India, Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"), and such other authorities or persons as may be required, in accordance with the Companies Act, 2013, as amended (the "Companies Act") and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). Accordingly, the Board has vide its resolution dated June 22, 2024, analysed the definition of 'promoter' under the Companies Act and the SEBI ICDR Regulations to identify the individuals/ entities whose names would be disclosed as 'promoter(s)' of the Company.

Pursuant to the analysis of the definition of 'promoter' under the Companies Act and the SEBI ICDR Regulations in relation to the Offer, the Board of directors of the Company pursuant to a resolution dated June 22, 2024, has identified and disclosed its promoters, in the draft red herring prospectus ("DRHP") filed on July 2, 2024, with the Securities and Exchange Board of India ("SEBI"), the red herring prospectus and the prospectus to be filed with the SEBI and the RoC, as applicable, and such other authorities or persons as may be required, pursuant to the compliances and disclosures required under the Companies Act and SEBI ICDR Regulations.

In view of the above, this is to inform you that the promoters of the Company as on the date of this letter are:

Sr. No	Names of Promoters
1.	Manoj Kumar Upadhyay
2.	Mamta Upadhyay
3.	Upadhyay Family Trust
4.	MKU Holdings Private Limited
5.	ACME Cleantech Solutions Private Limited



You are requested to take on record.

For ACME Solar Holdings Limited (formerly known as ACME Solar Holdings Private Limited)

Rajesh Sodhi

Company Secretary

Membership No. 3043

Address: 7/113, Single Storey,

Ramesh Nagar H.O. West Delhi-110015



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF ACME SOLAR HOLDINGS LIMITED ("THE COMPANY") (FORMERLY KNOWN AS ACME SOLAR HOLDINGS PRIVATE LIMITED") HELD ON SATURDAY, THE 22TH DAY OF JUNE, 2024 AT PLOT NO. 152, SECTOR-44, GURUGRAM-122 002, HARYANA

IDENTIFICATION OF PROMOTERS

"RESOLVED THAT, in supersession of any assertion or implication to the contrary, in or pursuant to any previous resolution passed by the board of directors of the Company (the "Board"), filings or registrations with any statutory/regulatory/supervisory authorities or agreements entered into with any third parties, or any other document, the Board takes on record that the following individuals/ entities shall be identified as the "Promoters" of the Company henceforth, for all purposes, regulatory, statutory or otherwise under all applicable laws, including without limitation, the Companies Act, 2013, as amended, and the rules notified thereunder, as amended, (collectively referred to as the "Companies Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Prohibition on Insider Trading) Regulations, 2015, each as amended:

GADOS EXPLORED COMPANY TO SELECT A SELE	
1.	Manoj Kumar Upadhyay
2.	Mamta Upadhyay
3.	Upadhyay Family Trust
4	MKU Holdings Private Limited
5.	ACME Cleantech Solutions Private Limited

RESOLVED FURTHER THAT, the persons and entities forming part of the 'Promoter Group' (as defined under the SEBI ICDR Regulations) of the Company for all purposes, regulatory, statutory, commercial or otherwise under all applicable laws, including without limitation, the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Prohibition on Insider Trading) Regulations, 2015, each as amended, shall be construed based on the 'Promoters' as identified above.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, each of the directors of the Board and/or Mr. Rajesh Sodhi, Company Secretary, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Delhi and Haryana at New Delhi, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the action deed of the Board, as the case may be.



RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director and/or the Company Secretary, be forwarded to concerned authorities for necessary actions wherever required."

For ACME Solar Holdings Limited (Formerly Known as ACME Solar Holdings Private Limited)

Rajesh Sodhi

Company Secretary

Membership No. FCS – 3043

Address: 7/113, Single Storey,

Ramesh Nagar, New Delhi-110015