

**NOTICE OF THE MEETING OF  
THE SECURED CREDITORS OF**

**PPN POWER GENERATING COMPANY PRIVATE LIMITED**

Regd. Office: Jhaver Plaza, 3rd Floor, 1-A, Nungambakkam High Road, Chennai, Tamil Nadu,  
India, 600034

Tel: 91-44-28291963, CIN: U40101TN1994PTC027477

**CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL,  
DIVISION BENCH (COURT-I) CHENNAI**

<b>Day</b>	<b>Saturday</b>
<b>Date</b>	<b>28.03.2026</b>
<b>Time</b>	<b>11.30 A.M</b>
<b>Venue</b>	<b>Meeting to be held through Video Conferencing and at registered office Jhaver Plaza, 3rd Floor, 1-A, Nungambakkam High Road, Chennai, Tamil Nadu, India, 600034.</b>

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**FORM NO. CAA-2**  
**[Pursuant to Section 230(3) of the Companies Act, 2013 and**  
**rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations)**  
**Rules, 2016]**

**CA(CAA)/104(CHE)/2025**  
**In the matter of scheme of Arrangement of Amalgamation between**  
**AAPEX Power And Industries Private Limited,**  
**(Transferor Company)**  
**And**  
**PPN Power Generating Company Private Limited,**  
**(Transferee Company)**

PPN Power Generating Company Private Limited,  
A Company incorporated under companies Act, 1956  
Having registered office at Jhaver Plaza, 3rd Floor,  
1-A, Nungambakkam High Road, Chennai,  
Tamil Nadu, India, 600034

**.....Applicant Company/Transferee Company**

**NOTICE OF THE MEETING OF THE SECURED CREDITORS OF**  
**PPN POWER GENERATING COMPANY PRIVATE LIMITED**

To  
**Secured Creditors of PPN Power Generating Company Private Limited (Transferee Company)**

Notice is hereby given that by an order dated the 10<sup>th</sup> February 2026 CA(CAA) 104(CHE)/2025, the Chennai Bench of the National Company Law Tribunal has directed **the meeting to be held of secured creditors of the Transferee company** for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation between Aapex Power and Industries Private Limited (Transferor Company) And PPN Power Generating Company Private Limited, (Transferee Company) and their respective Shareholders and Creditors.

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of secured creditors of the company will be held through Video Conferencing and at registered office of the Company at Jhaver Plaza, 3rd Floor, 1-A, Nungambakkam High Road, Chennai, Tamil Nadu, India, 600034 on Saturday the 28<sup>th</sup> day of March, 2026 at 11.30 A.M. You are hereby requested to attend to consider and, if thought fit, to approve with or without modification(s), the following resolution:

**“RESOLVED** that pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s), consents, sanctions and permissions of Central Government, other concerned regulatory authorities and the sanction of the National Company Law Tribunal, Division Bench, Chennai (hereinafter also referred to as ‘NCLT’ or ‘the Tribunal’) and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the

Company, the Scheme of Amalgamation of Apex Power and Industries Private Limited with PPN Power Generating Company Private Limited and their respective shareholders and creditors, placed before this meeting, be and is hereby approved.”

“**RESOLVED FURTHER** that for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, any two Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution), be and are hereby jointly authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

Copies of the said scheme of amalgamation, and of the statement under section 230 can be obtained free of charge at the registered office of the company or at the office of its authorized representative Mrs. Kirti Bafna at Jhaver Plaza, 3rd Floor, 1-A, Nungambakkam High Road, Chennai, Tamil Nadu, India, 600034.

Persons entitled to attend and vote at the respective meetings, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the company at Jhaver Plaza, 3rd Floor, 1-A, Nungambakkam High Road, Chennai, Tamil Nadu, India, 600034 not later than 48 hours before the meeting. A copy each of the Statement under Section 230 of the Companies Act, 2013, the Scheme of Amalgamation, form of Proxy and Attendance Slip is enclosed.

**Meeting Link:**

<https://teams.microsoft.com/join/43641091643216?p=PYYg9SeYEjZF6Zldgg>

Meeting ID: 436 410 916 432 16

Passcode: 5Cg2JW9i

The Hon'ble NCLT has appointed Mr. Raj Kumar Sharma, as Chairperson and Ms. Nandini Agarwal as Scrutinizer for the meeting of the secured creditors meeting. The above-mentioned Scheme of Amalgamation, if approved by the Meeting, will be subject to subsequent approval of the NCLT.



**Chairman Appointed for the Meeting  
by order of Hon'ble Tribunal dated 10.02.2026**

Dated this 23<sup>rd</sup> February 2026

**Notes:**

- 1) Pursuant to the directions of the Hon'ble National Company Law Tribunal, Chennai Bench, a facility through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") is also provided vide its Order dated 10<sup>TH</sup> February 2026 ("Order") as per the applicable procedure prescribed under Ministry of Corporate Affairs (MCA), MCA General Circular Nos. (i)20/2020 dated 5th May, 2020, (ii) 14/2020 dated 8th April, 2020 and (iii)17/2020 dated 13th April, 2020 and in Compliance with the applicable provisions of the Companies Act, 2013 ("Act"), to transact the business set out in the Notice convening this Meeting,
- 2) An explanatory statement of material facts for the proposed Resolution along with applicable annexures pursuant to section 230 and section 232 read with section 102 of the Companies Act 2013 (hereinafter referred to as "Act") along with applicable rules thereunder setting out material facts forms part of this Notice booklet annexed hereto as **Annexure- I.**
- 3) A Secured Creditor entitled to attend and vote at the meeting is entitled to appoint a proxy in accordance with the provisions of Companies Act, 2013 and rules made thereunder to attend and vote instead of himself and such proxy need not be an Secured Creditor of the Applicant Company. The form of proxy duly completed should, however, be deposited at the Registered Office of the Applicant Company not less than 48 (forty-eight) hours before the meeting. A blank form of proxy is enclosed along with the notice of this meeting in **Annexure II.**
- 4) All alterations made in the form of proxy should be initialled.
- 5) Creditors/Proxies for Creditors/ Authorised Representative should bring the Attendance Slip duly filled in for attending the meeting. Enclosed herewith as **Annexure III.**
- 6) Only registered Secured Creditors of the Applicant Company may attend and vote (either in person or by proxy or by authorised representative under applicable provisions of the Companies Act, 2013) at the Meeting of the Secured Creditors. The authorised representative of a Body Corporate which is a registered Secured Creditors of the Applicant Company may attend and vote at the Secured Creditors Meeting provided a certified copy of the relevant Board Resolution (in case of Company/LLP)/ Letter of Authorization (in case of partnership firm and others), as the case may be, together with their respective specimen signatures authorizing the representative(s) to attend and vote at the Meeting of the Secured Creditors is deposited at the Registered Office of the Applicant Company not later than 48 (forty-eight) hours before the Meeting. The Proforma board resolution/ Letter of Authorization has been enclosed herewith as **Annexure IV-V.**
- 7) The Notice is being sent to all the Secured Creditors, whose name appeared in the Register of Secured Creditors as on 15<sup>th</sup> November, 2025. Copy of this Notice along with Attendance Slip and Proxy Form are being sent in the permitted mode to the Secured Creditor. This Notice is also displayed / posted on the website of the Applicant Company [www.ppnpower.com](http://www.ppnpower.com). The email address of the Applicant Company is [secretarial@ppnpower.com](mailto:secretarial@ppnpower.com).
- 8) The material documents referred to in the accompanying Statement shall be open for inspection by the Secured Creditors at the Registered Office of the Applicant Company on all working days between 11.00 a.m. to 1.00 p.m. except Saturday, Sunday and Public Holidays.
- 9) The route map for reaching the venue of the meeting of Secured Creditors is provided as **Annexure - VI.**

Pursuant to Section 230(3) of the Companies Act, 2013 and rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

CA(CAA)/104(CHE)/2025

In the matter of scheme of Arrangement of Amalgamation between  
AAPEX Power And Industries Private Limited,  
(Transferor Company)  
And  
PPN Power Generating Company Private Limited,  
(Transferee Company)

PPN Power Generating Company Private Limited,  
A Company incorporated under companies Act, 1956  
Having registered office at Jhaver Plaza, 3rd Floor,  
1-A, Nungambakkam High Road, Chennai,  
Tamil Nadu, India, 600034

.....Applicant Company/Transferee Company

**EXPLANTORY STATEMENT UNDER SECTION 230 AND 232 OF THE COMPANIES ACT, 2013 AND RULES THEREOF FOR THE MEETING OF SECURED CREDITORS OF PPN POWER GENERATING COMPANY PRIVATE LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, DIVISION BENCH (COURT-I), CHENNAI**

In this Statement, Apex Power and Industries Private Limited is hereinafter referred to as 'the Transferor Company' and PPN Power Generating Company Private Limited is hereinafter referred to 'the Transferee Company' or 'the Applicant Company'. The other definitions contained in the Scheme of Amalgamation ('the Scheme') will apply to this Statement also. The following Statement as required under Section 230(3) of the Companies Act, 2013 and rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 sets forth the details of the proposed Scheme, its effects and in particular, any material interests of the Directors, Promoters, Key Managerial Personnel with reference to the proposed Scheme of Amalgamation.

1. The Applicant Company is engaged in the business of generation of electricity from its plant located at Pillaiperumalnallur.
2. The Transferor Company and the Transferee Company are companies under the same management.
3. The Scheme of Amalgamation will lead to increased operational efficiency of both entities due to vertical integration; and the same will facilitate in better administrative control, operational efficiency, business synergy, better supervision of the business of the group and more productive utilization of resources.
4. By an order dated 10<sup>th</sup> February, 2026, in Company Application No. CA (CAA) No. 104(CHE)/2026 ("Order") the National Company Law Tribunal, Division Bench (Court-I), Chennai has directed that a Meeting of Secured Creditors of **PPN Power Generating Company Private Limited (the "Transferee Company")** be convened and held through Video Conferencing and at Jhaver Plaza, 3rd Floor, 1-A, Nungambakkam High Road, Chennai, Tamil Nadu, India, 600034 on Saturday the 28<sup>th</sup> day of March, 2026 at 11.30 A.M. for the purpose of considering, and if thought fit, approving with or without modification, Scheme of Amalgamation between the Apex Power and Industries Private Limited (the "Transferor Company") and the Applicant Company and their respective shareholders.

5. The Board of Directors of the Transferee Company at their meeting held on 20-11-2025 unanimously approved the Scheme, subject to the approval of various authorities and shareholders and creditors of the Company. The Board of Directors have come to the conclusion that the Scheme of Amalgamation of Apex Power and Industries Private Limited with PPN Power Generating Company Private Limited is in the best interest of the Company and its shareholders and creditors.
6. Copy of the valuation report issued by Mr. T V Balasubramanian (CA), IBBI Registered Valuer on the Share Entitlement Ratio and a copy of the Scheme as approved by the Board of Directors is enclosed herewith.

7. **BACKGROUND OF PPN POWER GENERATING COMPANY PRIVATE LIMITED [THE TRANSFEREREE COMPANY]**

7.1 The PPN Power Generating Company Private Limited (the Transferee Company) was incorporated as a private limited company on 05/05/1994 under the name and style of DYNA Makowski Power Company (Private Company with Unlimited Liability) under the Companies Act, 1956 in the State of Tamil Nadu. The company changed its name to PPN Power Generating Company, as a private company with unlimited liability. Then the company converted into a company with limited liability. On 16.12.1997, the company became a deemed public company, by virtue of the provisions of Section 43A of the Companies Act, 1956. Pursuant to the amendments to Section 43A ibid, the company opted to become a private company on 28.12.2004 and is now known as PPN Power Generating Company Private Limited. The Corporate Identity Number of the Transferee Company is U40101TN1994PTC027477 and the Permanent Account Number is AABCP8131D. The Registered office of the Transferor Company is situated at Jhaver Plaza, 3<sup>rd</sup> Floor, 1-A, Nungambakkam High Road, Chennai-600034. The Transferee Company is engaged in the business of generation of electricity from its plant located at Pillaiperumalnallur.

7.2 The Authorized, Issued, Subscribed and Paid-up capital of the Transferee Company as on March 31, 2025 is as follows:

SNO	PARTICULARS	AMOUNT IN INR
A	<b>Authorised Share Capital</b> 5,00,00,000 fully paid equity shares of Rs. 100/- each	500,00,00,000
	<b>TOTAL</b>	<b>500,00,00,000</b>
B	<b>Issued, Subscribed and Paid-up Share Capital</b> 4,90,20,000 fully paid equity shares of Rs. 100/- each	490,20,00,000
	<b>TOTAL</b>	<b>490,20,00,000</b>

Subsequent to 31<sup>st</sup> March, 2025 there has been no change in the Authorized, Issued, Subscribed and Paid-up Capital of the Transferee Company.

7.3 The extracts of the main objects of the Transferee Company are as under:

1. *To carry on all or any of the businesses of procurers, generators, suppliers, distributors, transformers, converters, transmitters, producers, manufacturers, processors, developers, storers, carriers, importers and exporters of, and dealers in, electricity, and any products or by-products derived from any such business (including without limitation, steam) and any products derived from, or connected with any other form of energy, including without limitation, heat, solar, wind, hydro, wave, tidal, geothermal and biological.*
2. *To carry on all or any of the businesses of procurers, suppliers, distributors, converters, producers, processors, developers, storers, carriers, importers and exporters of, and dealers -in fuels (including without limitation, naphtha, hydrocarbon fuels and coal), fuels handling equipment and machinery and fuel handling facilities thereto and any products or by-products derived from any such business.*
3. *To plan, locate, design, establish, build, construct, finance, equip, operate, make, use, administer, manage and maintain, service, improve, inspect, enlarge, alter, protect, develop, extend, repair, replace, refurbish, pull down and remove, and carry out works in respect of, the whole or any part or parts of any electricity generating station (including without limitation, combined heat and power stations), generating sets, sub-station, transformer station, pumping station, building, plant, equipment, tie-lines, main transmission lines, electric main works (including operation and maintenance of such generating stations, tie- lines, sub-stations and main transmission lines as are assigned to the Company by the competent Government or Governments) and any facilities ancillary to the operation or use of the aforesaid or any of them including structures, erection, pipes, pipe-lines, machinery, engines, shops and show rooms, offices, factories, works, warehouses, plants, platforms, derricks, transmission towers or pylons, rigs, wind structures, dams and associated structures, testing, sites; offshore-ware structures installations (including without limitation, solar power and geothermal installations), depots, distribution stations and substations, pumping stations, compressor stations, laboratories, research stations, wharves, jetties, terminals, transport facilities, canals, roads, railways, branches or sidings, bridges, reservoirs, water courses, tunnels, airports and structures of all kinds, whether for the purposes of the Company or for sale or hire to, or in return for any, consideration from any person, and to purchase or otherwise acquire, lease, charter and take or let on hire any of the same, and to contribute to, or assist in, or carry out any part of, any operation in respect of the same and to acquire, operate and maintain the licenses, consents, authorisations, wayleaves, easements and other rights capable or possibly capable of facilitating the aforesaid.*

7.4 For the purpose of disclosure it is stated that the convening, conducting and holding of the meeting of the Secured Creditors of the Transferee Company has been ordered by the National Company Law Tribunal, Division Bench (Court-I), Chennai in **CA(CAA)/104(CHE)/2025** vide order dated 10<sup>th</sup> February, 2026.

8. **BACKGROUND OF AAPEX POWER AND INDUSTRIES PRIVATE LIMITED [THE TRANSFEROR COMPANY]**

8.1 The Transferor Company was incorporated on 30.08.1996, under the name and style of Apollo Infrastructure Company Limited under the Companies Act, 1956 in the State of Tamil Nadu. The name of the Company was changed to Apollo Infrastructure Projects Finance Company Limited on 25.04.2007. Thereafter, on 05.01.2022, the name of the Company was changed to AAPEX Power and Industries Private Limited. The Corporate Identity Number of the Transferor Company is U65191TN1996PTC036440, and the Permanent Account Number is AABCA8591N. The Registered office of the Transferor Company is at Jhaver Plaza, 3<sup>rd</sup> Floor, 1-A, Nungambakkam High Road, Chennai-600034. The Transferor Company is engaged in the business of electric power generation and supply and setting up of power plants, transmission of power supply and such other allied businesses.

8.2 The Authorized, Issued, Subscribed and Paid-up capital of the Transferor Company as on March 31, 2025 is as follows:

S. No.	Particulars	Amount In INR
A	Authorised Share Capital 13,59,10,000 fully paid equity shares of Rs. 10/- each	135,91,00,000
TOTAL		135,91,00,000
B	Issued, Subscribed and Paid-up Share Capital 11,52,00,000 fully paid equity shares of Rs. 10/- each	115,20,00,000
TOTAL		115,20,00,000

Subsequent to 31<sup>st</sup> March, 2025 there has been no change in the Authorized, Issued, Subscribed and Paid-up Capital of the Transferee Company.

8.3 The extracts of the main objects of the Transferor Company are as under:

1. *To carry on the business of electric power generation and supply and setting up thermal-power plants including gas and coal based plants and all other types of power-plants and also to generate electric power by wind, solar, tidal and other source of energy and operate and manage power system of every kind and description [whether on a BOO (Build, Own Operate) basis or BOOT (Build, Own, Operate and Transfer) basis or BOLT (Build, Own, Lease and Transfer) basis or otherwise], for generation, transmission, distribution, and supply of electricity including generating stations; transmission or main transmission lines; substations; tie-lines; load dispatch activities; mains or distribution mains; electric supply line; overhead lines; service lines; works and distribute and supply of all kinds of energy, power and fuel by adopting any process and any source whatsoever.*
2. *To carry on the business of clearing and forwarding agents, courier and cargo handlers, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and passengers within the*

country and outside and to carry on the business of tour and travel operators and to act as customs agents, wharfingers, landing agents, stevedores and longshoremen and providing logistics services, material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural or manmade calamities.

3. To carry on the business of manufacturers of or dealers in Industrial, Automotive components and assemblies, aviation components and assemblies, machinery of all types including bearings, speed reduction units, pumps, machine tools and agricultural machinery and earth moving machinery including road rollers, bull dozers, dumpers, loaders, shovels and drag lines and light engineering goods such as cycles and sewing machines and their components.
4. To carry on the business of manufacturers of or dealers in pharmaceutical, bulk drugs and intermediaries and other chemical and allied products, devices and products used in the hospital and hospitality industries, to deal and manufacture any consumables in the hospital and health care industry and the hospitality industry and other allied machinery, ancillary plants, accessories, tools appliances and apparatus thereto and on the business of manufacturers, importers, exporters, of dealers in machinery, ancillary plants, accessories, tools, appliances and apparatus thereto and other allied products.
5. To undertake any activity which the Company is permitted to undertake, including use investible & surplus funds for the purpose of investment in any of the above objects and use for the purpose investment into SPV's to achieve these objects.

9. **RATIONALE FOR THE SCHEME**

The following are the significant benefits of the Scheme of Merger:

- i. The Transferor Company is currently the promoter of the Transferee Company and the Transferor Company holds 97.26% of the total paid up equity share capital of the Transferee Company.
- ii. The Transferee Company will have the benefit of the combined resources of the Transferor Company and the Transferee Company i.e. reserves, investments and other assets and finances of both companies. Thus, the transferee Company would be in a position to carry on consolidated operations through optimum utilization of its resources and avoidance of duplication.
- iii. The Transferee Company and the Transferor Company are Companies under the same management. The proposed amalgamation will lead to increased operational efficiency of both entities due to vertical integration; and the same will facilitate in better administrative control, operational efficiency, business synergy, better supervision of the business of the group and more productive utilization of resources.
- iv. The amalgamation of the Transferor Company with the Transferee Company will help in the creation of a platform for future business activities, and act as a gateway for growth and expanding business operations wherein the business activities of the Transferor Company can be advantageously combined with the business activities of the Transferee Company;
- v. The transferee Company would also have a larger net worth base, and greater borrowing capacity, which would provide it a competitive edge over others, especially in view of the increasing competition due, which will be beneficial in more than one ways to both the Transferor Company and the Transferee Company

- including their shareholders and creditors, as the Transferee Company plans to meet the competition in more effective way by combining their asset base and operations.
- vi. The proposed merger would be in the best interest of the Transferor Company and the Transferee Company and their respective shareholders, employees, creditors and other stakeholders
  - vii. The Scheme of Merger by Absorption of the Transferor Company with the Transferee Company is not an arrangement with the creditors of any of the entities involved.
  - viii. Further, there is no likelihood that the interest of any shareholder or creditor of either the Transferor Company or the Transferee Company would be prejudiced as a result of the Scheme. The merger will not impose any additional burden on the members of the Transferor Company or the Transferee Company.

10. **SALIENT FEATURES OF THE SCHEME**

The Scheme of Merger proposes that, upon coming into effect of the Scheme and with effect from the Appointed Date, that is, 01<sup>st</sup> April 2025, the Undertaking of the Transferor Company and the entire business shall, pursuant to the provisions of Section 230-232 of the Companies Act, 2013 and other applicable provisions, if any, of the Act, be and transferred to and vested in and/or be deemed to have been transferred to and vested in the Transferee Company, as a going concern in accordance with Section 2(1B) and other applicable provisions of the Income Tax Act, 1961, without any further act, instrument, deed, matter or thing so as to become, as and from the Appointed Date, the Undertaking of the Transferee Company, by virtue of and in the manner provided in this Scheme.

11. **NAMES OF THE SHAREHOLDERS AND DIRECTORS ALONGWITH THEIR ADDRESS OF PPN POWER GENERATING COMPANY PRIVATE LIMITED**

None of the Promoters, Directors, Managing Director or KMP of the Transferee Company or the Transferor Company has any material interest in the Scheme.

A. **Name(s) of Directors and their Address**

S.No.	Name	Designation	Address
1.	Ms. Preetha Reddy	Chairperson	Old No 5, New No 6, 2nd Street, Subba Rao Avenue Nungambakkam, Greams Road, Chennai 600006
2.	Mr. Karthik Anand Reddy	Vice Chairman	Old No 5, New No 6, 2nd Street, Subba Rao Avenue Nungambakkam, Greams Road, Chennai 600006
3.	Mr. Harshad Reddy	Managing Director	Old No 5, New No 6, 2nd Street, Subba Rao Avenue Nungambakkam, Greams Road, Chennai 600006
4.	Mr. M.S Menon	Director	D-15 Sudharma Apts, A.K. Swamy Nagar 1st Street, Kilpauk, Chennai: 600 010

**B. Name(s) of Shareholders and their Address**

<b>S.No.</b>	<b>Name of the Shareholder, Father's/Husband's name and address</b>	<b>Type of share held</b>	<b>Amount per share (Rs.)</b>	<b>No of Shares held</b>
1.	Aapex Power and Industries Private Limited Jhaver Plaza, 3 <sup>rd</sup> Floor, 1-a, Nungambakkam High Road, Chennai-600034.	Equity	100	4,76,76,189
2.	HDFC Life Insurance Company Limited 13th Floor, Lodha Excelus, Apollo Mills Compound, N.M. Joshi Road, Mahalaxmi Mumbai - 400 011	Equity	100	13,43,511
3.	Mr. P Vijayakumar Reddy S/o. Mr. P Obul Reddy Old No 5, New No6,2nd Street, Subba Rao Avenue Nungambakkam, Greams Road, Chennai 600006	Equity	100	100
4.	Ms. Preetha Reddy W/o. Mr. P Vijayakumar Reddy Old No 5, New No6, 2nd Street, Subba Rao Avenue Nungambakkam, Greams Road, Chennai 600006	Equity	100	100
5.	Mr. Harshad Reddy S/o. Mr. P Vijayakumar Reddy Old No 5, New No6,2nd Street, Subba Rao Avenue Nungambakkam, Greams Road, Chennai 600006	Equity	100	100
	<b>Total</b>			<b>4,90,20,000</b>

12. **Directors, Promoters and Key Managerial Personnel:**

- (i) The scheme would not have any effect on the Directors or Key Managerial Personnel's of both the Companies, employees, deposit holders, debenture holders, etc.
- (ii) As far as the equity shareholders of the Company are concerned, pursuant to the scheme, all the equity shareholders of the Transferee Company will get equity shares and there will be no significant change in economic interest of any equity shareholders of the Transferee Company pre and post scheme.

13. **RESOLUTION PROPOSED TO BE APPROVED AT THE MEETING:**

The Resolution proposed to be considered in the above Meeting, is given hereunder:

**"RESOLVED** that pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s), consents, sanctions and permissions of Central Government, other concerned regulatory authorities and the sanction of the National Company Law Tribunal, Divisional Bench, Chennai (hereinafter also referred to as 'NCLT' or 'the Tribunal') and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the Scheme of Amalgamation of Aapex Power and Industries Private Limited with PPN Power Generating Company Private Limited and their respective shareholders and creditors, placed before this meeting, be and is hereby approved."

**"RESOLVED FURTHER** that for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, any two Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution), be and are hereby jointly authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution."

14. **RELATIONSHIP SUBSISTING BETWEEN THE COMPANIES WHO ARE PARTIES TO THE SCHEME OF AMALGAMATION**

The Transferor Company holds 97.26% of the issued, subscribed and paid up capital of the Transferee Company.

15. The Transferor Company and the Transferee Company have made applications before the National Company Law Tribunal, Division Bench, Chennai as per Rule 3(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for the sanction of the Scheme under Section 230 read with Section 232 of the Companies Act, 2013.

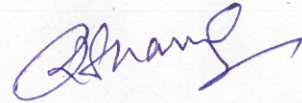
16. In relation to the meeting of the Secured Creditors of the Transferee Company, the Secured Creditors of the Transferee Company whose names are appearing in the records of the Transferee Company as on 15<sup>th</sup> November 2025 shall be eligible to attend and vote either in person or by proxy at the meeting of the Secured Creditors of the Transferee Company convened at the directions of the Tribunal.
17. The rights and interests of the Equity Shareholders or Secured and Unsecured Trade Creditors and Employees of the Transferor Company and the Transferee Company will not be prejudicially affected or altered by the Scheme as no sacrifice or waiver is at all called for them nor their rights sought to be modified in any manner whatsoever. The Transferor Company and the Transferee Company have no debentures issued. Hence, the Transferor Company and the Transferee Company have no debenture holders or debenture trustees.
18. As on 15<sup>th</sup> November 2025, the Transferee Company has Rs. 1,24,85,412/- due to the Secured Creditors and Rs. 13,14,07,834 to Unsecured Creditors. The Transferor Company has Rs. 1,04,70,770 due to the Secured Creditors as on date (i.e.) 15<sup>th</sup> November 2025.
19. Except to the extent of the shares held by the Promoters, Directors or Key Managerial Personnel stated in Paragraph 11 above, none of the Promoters, Directors or Key Managerial Personnel of the Transferee Company are in any way connected or interested in the Scheme of Amalgamation.
20. Based on the above and considering the rationale and benefits, in the opinion of the Board, the scheme will be of advantage to, beneficial and in the interest of the Transferor Company and the Transferee Company, its shareholders, creditors, and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Transferee Company recommend the Scheme for approval of the secured creditors.
21. No investigation proceedings have been instituted or are pending under Sections 235 to 251 of the Companies Act, 1956 or the corresponding provisions of the Companies Act, 2013 against the Transferor Company and the Transferee Company.
22. As directed by the National Company Law Tribunal, Division Bench, Chennai, the Notice pursuant to Section 230(5) of the Companies Act, 2013 in the prescribed format along with a copy of the Scheme, the Statement and the disclosures provided herewith be served on the Statutory Authorities, as applicable including the Registrar.
23. **SUMMARY OF THE VALUATION REPORT ON SHARE ENTITLEMENT RATIO**

The Valuation Report dated 20<sup>th</sup> November, 2025 on the Share Entitlement Ratio issued by Mr. T V Balasubramanian, Registered Valuer – Regn. No. IBBI/RV/06/2018/10073, Partner, PKF Sridhar & Santhanam LLP states that the For every 2.80 Equity Share of Rs.10/- each (Rupees Ten each) held by the Shareholders of the Transferor Company, the Transferee Company shall issue one fully paid-up Equity share of Rs.100/- each (Rupees Hundred each) to the Shareholders of Aapex Power And Industries Private Limited, as consideration for the Amalgamation of the Company.
24. **INSPECTION**

The following documents will be open for inspection at the Registered Office of the Transferee Company upto 2 (two) days prior to the date of the meeting on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M.to 1.00 P.M.

- a) Certified copy of the order passed by the National Company Law Tribunal, Division Bench-I, Chennai in Company Application No. **CA(CAA)/104(CHE)/2025** dated 10<sup>th</sup> February, 2026, inter alia, directing the convening and holding of the meetings of the Equity Shareholder, Secured Creditors and Unsecured Trade Creditors of the Transferor & Transferee Company;
- b) Copies of the Memorandum of Association and Articles of Association of the Transferor Company and the Transferee Company;
- c) Copies of the Latest Audited Financial Statements of the Transferor Company (Standalone and Consolidated) and Transferee Company for the financial year ended March 31, 2025;
- d) Copy of the Auditors' Certificate dated 20<sup>th</sup> November, 2025 issued by M/s. M C Ranganathan & Co., Chartered Accountants, confirming that the accounting treatment provided in the Scheme is in compliance with Section 133 of the Companies Act, 2013 read with the Rules thereunder and other Generally Accepted Accounting Principles;
- e) Copy of the Scheme of Amalgamation.

This Statement may be treated as a Explanatory Statement under Section 230(3) of the Companies Act, 2013 read with Rule 6(3) of (Compromises, Arrangements and Amalgamations) Rules, 2016. A copy of the Scheme, the Explanatory Statement and the Form of Proxy may be obtained from the Registered Office of the Transferee Company at Jhaver Plaza, 3<sup>rd</sup> Floor, 1-A, Nugambakkam High Road, Chennai – 6000034, Tamil Nadu.



**Chairman Appointed for the Meeting  
by order of Hon'ble Tribunal dated 10.02.2026**

Dated this 23<sup>rd</sup> February 2026

**ANNEXURE: II**

**PPN POWER GENERATING COMPANY PRIVATE LIMITED**  
**Registered Office: Jhaver Plaza, 3<sup>rd</sup> Floor, 1-A, Nungambakkam High Road,**  
**Chennai 600 034**  
**, CIN: U40101TN1994PTC027477**

**Form No - MGT-11**  
**FORM OF PROXY**

<b>Name of the Secured Creditor</b>	
<b>Registered address</b>	
<b>E-mail ID</b>	

I/We, being the Secured Creditor (s) of the above named Company viz., PPN Power Generating Company Private Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him;  
 (Name) (Address)
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him;
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Secured Creditors meeting of the Company convened on the directions of the National Company Law Tribunal, Division Bench-I, Chennai, to be held on Saturday the 28<sup>th</sup> day of March, 2026 at 12.00 PM at the registered office at Jhaver Plaza, 3rd Floor, 1-A, Nungambakkam High Road, Chennai, Tamil Nadu, India, 600034, Tamil Nadu and at any adjournment thereof in respect of the proposal/resolution as indicated below:

Proposal/Resolution	Vote for*	Vote against*
Approval to the Scheme of Amalgamation between Aapex Power and Industries Private Limited (Transferor Company) and PPN Power Generating Company Private Limited (Transferee Company) and their respective shareholders and matters related therewith.		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2026

Signature of Secured Creditor \_\_\_\_\_

Signature of proxy holder(s) \_\_\_\_\_

Affix One Rupee Revenue Stamp
--

**Notes:**

This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A proxy need not be a Unsecured Trade Creditor of the Company and any alterations, if any made in the Form of Proxy should be initialled. Appointing a proxy does not prevent a Secured Creditor from attending the meeting in person if he/she so wishes. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ANNEXURE: III

PPN POWER GENERATING COMPANY PRIVATE LIMITED  
Registered Office: Jhaver Plaza, 3<sup>rd</sup> Floor, 1-A, Nungambakkam High Road,  
Chennai 600 034  
CIN: U40101TN1994PTC027477

ATTENDANCE SLIP

MEETING OF THE SECURED CREDITORS OF THE COMPANY  
CONVENED ON THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL,  
DIVISION BENCH-I, CHENNAI,

TO BE HELD ON SATURDAY THE 28<sup>TH</sup> DAY OF MARCH, 2026 AT 11.30AM  
JHAVER PLAZA, 3RD FLOOR, 1-A, NUNGAMBAKKAM HIGH ROAD, CHENNAI, TAMIL NADU,  
INDIA, 600034

PLEASE COMPLETE THIS ATTENDANCE SLIP AND  
HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Amount of outstanding debt	
Name and address of the Secured Creditor (in block letters)	
Name and address of the Proxy holder (in block letters) - <i>To be filled by the proxy attending instead of the _____</i>	

I/We certify that I/We am/are registered Secured Creditor / Proxy for the registered Secured Creditor of the Company.

I/ We hereby record my presence at the meeting convened pursuant to the Order dated 10<sup>TH</sup> February, 2026 of the National Company Law Tribunal, Division Bench-I, Chennai ("NCLT") of the Secured Creditors of the Company at Jhaver Plaza, 3rd Floor, 1-A, Nungambakkam High Road, Chennai, Tamil Nadu, India, 600034 on Saturday the 28<sup>th</sup> day of March, 2026 at 11.30 AM.

Secured Creditor's / Proxy's name in **BLOCK** letters

\_\_\_\_\_  
Signature of Secured Creditor /Proxy

**Notes:**

1. Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall.
2. Secured Creditor(s) may obtain additional attendance slip at the venue of the meeting.

**ANNEXURE IV - BOARD RESOLUTION**

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF \_\_\_\_\_ HELD ON \_\_\_DAY OF \_\_\_ 2022 AT \_\_\_AM AT THE REGISTERED OFFICE OF THE COMPANY.

**AUTHORISATION FOR REPRESENTATION**

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013(the Act) and any other applicable provisions of the Act read with Rules thereunder consent of the board be and is hereby accorded to authorize Mr/Ms. \_\_\_\_\_, to act as representative of our organization and to attend and vote in respect of all items of business at the Secured Creditors meeting to be held at Jhaver Plaza, 3rd Floor, 1-A, Nungambakkam High Road, Chennai, Tamil Nadu, India, 600034 on Saturday the 28<sup>th</sup> day of March, 2026 at 11.30 A.M or at any adjournments thereof”.

RESOLVED FUTHER that representative is hereby authorized to sign and submit all the necessary papers, letters, forms, etc. to be submitted by the company in connection with the meeting. The acts done and documents shall be binding on the company”.

For \_\_\_\_\_

Name of the director \_\_\_\_\_

Designation \_\_\_\_\_

**ANNEXURE V - LETTER OF AUTHORIZATION**

**AUTHORIZATION LETTER**

To,  
Chairperson  
Secured Creditor meeting,  
PPN Power Generating Company Private Limited,  
Jhaver Plaza, 3<sup>rd</sup> Floor, 1-A, Nungambakkam High Road,  
Chennai-600034

**Sub: Authorization letter to attend and vote in the Secured Creditors Meeting.**

Dear Sir,

We M/s \_\_\_\_\_ do hereby authorize \_\_\_\_\_ to represent us to attend and vote at the meeting of Secured creditors to be held at Jhaver Plaza, 3<sup>rd</sup> Floor, 1-A, Nungambakkam High Road, Chennai, Tamil Nadu, India, 600034 on Saturday the 28<sup>th</sup> day of March, 2026 at 11.30 A.M and exercise any rights and the powers (including the right to vote by proxy) in the same manner as we could exercise as a Secured Creditor of PPN Power Generating Company Private Limited and any adjournment thereof.

PLACE:

DATE:

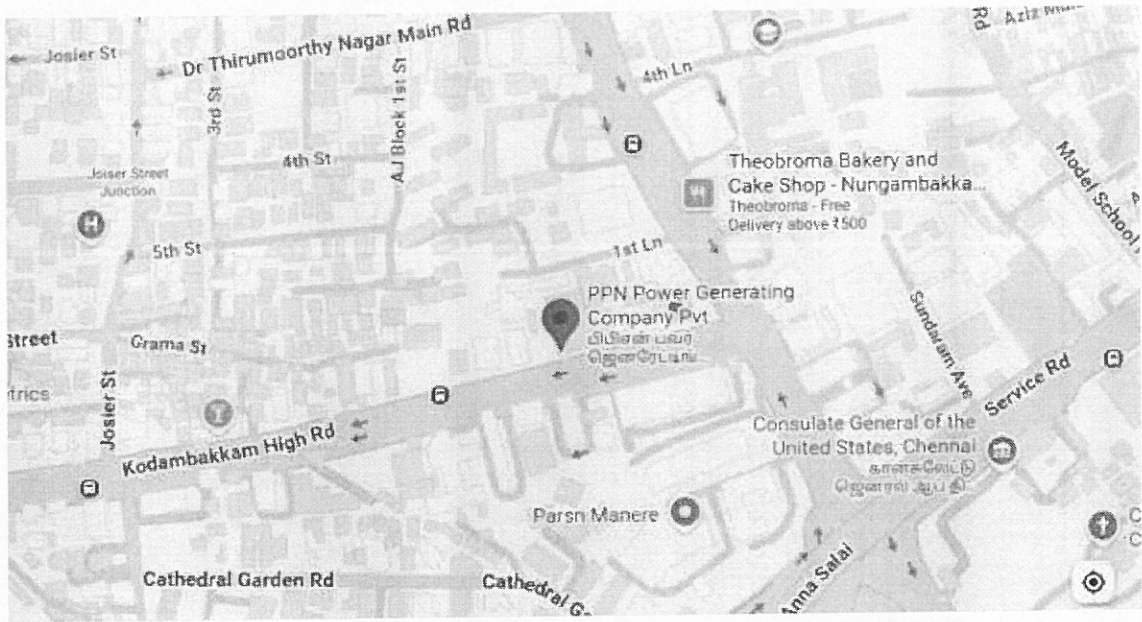
Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

## ANNEXURE VI

Route Map for the address of the Secured Creditors Meeting to be held Jhaver Plaza, 3rd Floor, 1-A, Nungambakkam High Road, Chennai, Tamil Nadu, India, 600034



**SCHEME OF MERGER  
UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE  
PROVISIONS OF  
THE COMPANIES ACT, 2013  
OF**

**AAPEX POWER AND INDUSTRIES PRIVATE LIMITED  
CIN: U65191TN1996PTC036440  
(TRANSFEROR COMPANY)**

**AND**

**PPN POWER GENERATING COMPANY PRIVATE LIMITED  
CIN: U40101TN1994PTC027477  
(TRANSFeree COMPANY)**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED



P VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED




HARSHAD REDDY  
Managing Director

## PARTS OF THE SCHEME


The Scheme is divided into the following parts:

1. Part I: deals with Preamble, Description of Companies & Rationale for the Scheme
2. Part II: deals with Definitions and Share Capital
3. Part III: deals with the Amalgamation of the Transferor Company with the Transferee Company and other related matters
4. Part IV: deals with General terms and Conditions

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

**PART I: PREAMBLE, DESCRIPTION OF COMPANIES AND  
RATIONALE FOR THE SCHEME**

**1. PREAMBLE:**

This Scheme of Merger is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for the Merger by Absorption of AAPEX Power And Industries Private Limited (CIN: U65191TN1996PTC036440, transferor company **And** PPN Power Generating Company Private Limited **CIN:U40101TN1994PTC027477**, transferee company **And** Their Respective Shareholders and Creditors (hereinafter referred to as “Scheme” or “Scheme of Merger”).

The Scheme of Merger by Absorption has been formulated and presented under Sections 230 to 232 and other applicable sections of the Companies Act, 2013.

**2. BACKGROUND OF COMPANIES**

**A. AAPEX POWER AND INDUSTRIES PRIVATE LIMITED**

- i. AAPEX Power And Industries Private Limited, Transferor Company is a Private Limited Company, limited by shares and was incorporated on 30/08/1996, under the name and style of Apollo Infrastructure Company Limited under the Companies Act, 1956 in the State of TamilNadu.
- ii. The name of the Company was changed to Apollo Infrastructure Projects Finance Company Limited on 31.07.1997. Thereafter the Company was converted into Private Limited Company on 25.04.2007. Subsequently, on 05/01/2022, the name of the Company was changed to Aapex Power And Industries Private Limited.
- iii. The Registered office of the Transferor Company is presently situated at Jhaver Plaza, 3rd Floor, Chennai, Tamil Nadu, India, 600034
- iv. The Corporate Identity Number (CIN) of the Transferor Company is U65191TN1996PTC036440.
- v. The Transferor Company is engaged in the business of providing Infrastructure, Investment and Financial Services. **The objects of the Company are:**
  - a) To carry on the business of electric power generation and supply and setting up thermal-power plants including gas and coal based plants and all other types of power-plants and also to generate electric power by wind, solar, tidal and other source of energy and operate and manage power system of every kind and description [whether on a BOO (Build, Own Operate) basis or BOOT (Build, Own, Operate and Transfer) basis or BOLT (Build, Own, Lease and Transfer) basis or otherwise], for generation, transmission, distribution, and supply of electricity including generating stations; transmission or main transmission lines; substations; tie-lines; load dispatch activities; mains or distribution mains; electric supply line; overhead lines; service lines; works and distribute and supply of all kinds of energy, power and fuel by adopting any process and any source whatsoever.
  - b) To carry on the business of clearing and forwarding agents, courier and cargo handlers, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and passengers within the country and outside and to carry on the

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

business of tour and travel operators and to act as customs agents, wharfingers, landing agents, stevedores and longshoremen and providing logistics services, material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural or manmade calamities.

- c) To carry on the business of manufacturers of or dealers in Industrial, Automotive components and assemblies, aviation components and assemblies, machinery of all types including bearings, speed reduction units, pumps, machine tools and agricultural machinery and earth moving machinery including road rollers, bull dozers, dumpers, loaders, shovels and drag lines and light engineering goods such as cycles and sewing machines and their components.
- d) To carry on the business of manufacturers of or dealers in pharmaceutical, bulk drugs and intermediaries and other chemical and allied products, devices and products used in the hospital and hospitality industries, to deal and manufacture any consumables in the hospital and health care industry and the hospitality industry and other allied machinery, ancillary plants, accessories, tools appliances and apparatus thereto and on the business of manufacturers, importers, exporters, of dealers in machinery, ancillary plants, accessories, tools, appliances and apparatus thereto and other allied products.
- e) To undertake any activity which the Company is permitted to undertake, including use investible & surplus funds for the purpose of investment in any of the above objects and use for the purpose investment into SPV's to achieve these objects.

vi. It holds 97.26% of the **PPN Power Generating Company Private Limited**.

#### **B. PPN POWER GENERATING COMPANY PRIVATE LIMITED**

- i. PPN Power Generating Company Private Limited, Transferee Company is a Private Limited Company, limited by shares and was incorporated on 05/05/1994 under the name and style of DYNA Makowski Power Company (Private Company with Unlimited Liability) under the Companies Act, 1956 in the State of Tamil Nadu.
- ii. The company changed its name to PPN Power Generating Company, as a private company with unlimited liability. Then the company converted into a company with limited liability.
- iii. On 16.12.1997, the company became a deemed public company, by virtue of the provisions of Section 43A of the Companies Act, 1956.
- iv. Pursuant to the amendments to Section 43A ibid, the company opted to become a private company on 28.12.2004 and is now known as PPN Power Generating Company Private Limited
- v. The Registered office of the Transferee Company is presently situated at Jhaver Plaza, 3rd Floor, 1-A Nungambakkam High Road, Chennai-34, Tamil Nadu, India,
- vi. The Corporate Identity Number (CIN) of the Transferor Company is U40101TN1994PTC027477.
- vii. The Transferee Company is engaged in the business of generation of electricity from its plant located at Pillaiperumalnallur. The Plant is a combined cycle power plant and has a capacity to produce 330.5 MWH.

or AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

The Company sells the entire production to Tamil Nadu Power Distribution Corporation Limited (TNPDC) formerly known as (Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO)) under a 30 year Power Purchase Agreement (PPA), currently valid up to April 2031, which forms the basis for sale and revenue of the Company. The objects of the Company are:

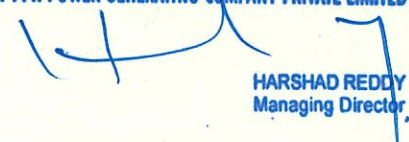
- a) To carry on all or any of the businesses of procurers, generators, suppliers, distributors, transformers, converters, transmitters, producers, manufacturers, processors, developers storers, carriers, importers and exporters of, and dealers in, electricity, and any products or by products derived from any such business (including without limitation, steam) and any products derived from, or connected with any other form of energy, including without limitation, heat, solar, wind, hydro, wave, tidal, geothermal and biological.
- b) To carry on all or any of the businesses of procurers, suppliers, distributors, converters, producers, processors, developers, storers, carriers, importers and exporters of, and dealers -in fuels (including without limitation, naphtha, hydrocarbon fuels and coal), fuels handling equipment and machinery and fuel handling facilities thereto and any products or by-products derived from any such business.
- c) To plan, locate, design, establish, build, construct, finance, equip, operate, make, use, administer, manage and maintain, service, improve, inspect, enlarge, alter, protect, develop, extend, repair, replace, refurbish, pull down and remove, and carry out works in respect of, the whole or any part or parts of any electricity generating station (including without limitation, combined heat and power stations), generating sets, sub-station, transformer station, pumping station, building, plant, equipment, tie-lines, main transmission lines, electric main works (including operation and maintenance of such generating stations, tie- lines, sub-stations and main transmission lines as are assigned to the Company by the competent Government or Governments) and any facilities ancillary to the operation or use of the aforesaid or any of them including structures, erection, pipes, pipe-lines, machinery, engines, shops and show rooms, offices, factories, works, warehouses, plants, platforms, derricks, transmission towers or pylons, rigs, wind structures, dams and associated structures, testing, sites; offshore-ware structures installations (including without limitation, solar power and geothermal installations), depots, distribution stations and substations, pumping stations, compressor stations, laboratories, research stations, wharves, jetties, terminals, transport facilities, canals, roads, railways, branches or sidings, bridges, reservoirs, water courses, tunnels, airports and structures of all kinds, whether for the purposes of the Company or for sale or hire to, or in return for any, consideration from any person, and to purchase or otherwise acquire, lease, charter and take or let on hire any of the same, and to contribute to, or assist in, or carry out any part of, any operation in respect of the same and to acquire, operate and maintain the licenses,

AAPEX POWER AND INDUSTRIES PRIVATE LIMITED



P VIJAYAKUMAR REDDY

For PPN POWER GENERATING COMPANY PRIVATE LIMITED



HARSHAD REDDY  
Managing Director

consents, authorisations, wayleaves, easements and other rights capable or possibly capable of facilitating the aforesaid.

### 3. RATIONALE AND PURPOSE OF THE SCHEME:

- i. The transferor Company is the promoter of the Transferee Company and the transferor Company holds **97.26%** of the total paid up equity share capital of the Transferee Company.
- ii. The transferee Company will have the benefit of the combined resources of the Transferor Company and the Transferee Company i.e. reserves, investments and other assets and finances of both companies. Thus the transferee Company would be in a position to carry on consolidated operations through optimum utilization of its resources and avoidance of duplication.
- iii. The Transferee Company and the Transferor Company are Companies under the same management. The proposed amalgamation will lead to operational efficiency of both entities and will facilitate in better administrative control, operational efficiency, business synergy, better supervision of the business of the group and more productive utilization of resources.
- iv. The amalgamation of the Transferor Company with the Transferee Company will help in the creation of a platform for future business activities, and to act as a gateway for growth and expanding business operations wherein the business activities of the Transferor Company can be advantageously combined with the business activities of the Transferee Company;
- v. The transferee Company would also have a larger net worth base, and greater borrowing capacity, which would provide it a competitive edge over others, especially in view of the increasing competition, which will be beneficial in more than one ways to both the Transferor Company and the Transferee Company including their shareholders and creditors, as the Transferee Company plans to meet the competition in more effective way by combining their asset base and operations.
- vi. The proposed merger would be in the best interest of the Transferor Company and the Transferee Company and their respective shareholders, employees, creditors and other stakeholders
- vii. The Scheme of Merger by Absorption of the Transferor Company with the Transferee Company is not an arrangement with the creditors of any of the entities involved.
- viii. Further, there is no likelihood that the interest of any shareholder or creditor of either the Transferor Company or the Transferee Company would be prejudiced as a result of the Scheme. The amalgamation will not impose any additional burden on the members of the Transferor Company or the Transferee Company.

AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED


  
HARSHAD REDDY  
Managing Director

**PART II: DEALS WITH DEFINITIONS & SHARE CAPITAL AND FINANCIAL POSITION**

**4. DEFINITIONS:**

- 4.1 **"ACT" or "THE ACT"** as the context may require shall mean the Companies Act, 2013 (to the extent that such enactment is in force and applicable to the context in which such term is used herein), or any statutory modification or re-enactment thereof for the time being in force.
- 4.2 **"APPLICABLE LAW(S)"** means any statute, notification, bye laws, rules, regulations, guidelines, rule or common law, policy, code, directives, ordinance, schemes, notices, orders or instructions law enacted or issued or sanction by any Appropriate Authority including any modification or reenactment thereof for the time being in force to the extent applicable.
- 4.3 **"APPOINTED DATE"** means the 1<sup>st</sup> day of April 2025 or such other date as may be fixed or approved by the Board of Directors of the Transferor Company and the Transferee Company and / or by the Regional Director, National Company Law Tribunal or such other competent authority, being the date with effect from which this Scheme shall be deemed to have operative, i.e., with effect from which date the Transferor Company shall amalgamate with the Transferee Company in terms of this Scheme, upon the confirmation order of this Scheme issued by the Relevant Authority, becoming effective;
- 4.4 **"APPROPRIATE AUTHORITY"** means any governmental, statutory, regulatory, departmental or public body or authority of the Relevant Jurisdiction, including Registrar of Companies, Regional Director, National Company Law Tribunal, National Company Law Appellate Tribunal and relevant competent authorities in India.
- 4.5 **"BOARD"** in relation to the Transferor Company and / or the Transferee Companies, as the case may be, means the Board of Directors of the respective Companies in force for the time being and shall, unless it be repugnant to the context thereof or otherwise, include any committee constituted by the Board of Directors of any of the respective Companies for the purpose of this Scheme.
- 4.6 **"BOOK VALUE(S)"** means the value(s) of the assets and liabilities of the Business undertaking as appearing in the books of accounts of the Transferor Company as at the close day immediately preceding the Appointed Date and excluding any value arising out of revaluation of any assets.
- 4.7 **"COMPANIES"** means the Transferor Company and the Transferee Companies jointly;
- 4.8 **"EFFECTIVE DATE"** means the later of the dates on which the certified Copy of the Orders of the National Company Law Tribunal sanctioning the Scheme of Merger is filed by the Transferor and Transferee Company with the Registrar of Companies, Tamil Nadu. Any reference in this scheme to the date of "coming into effect of this Scheme" or "Scheme becoming effective" shall be construed accordingly.

AAPEX POWER AND INDUSTRIES PRIVATE LIMITED


  
P. VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

- 4.9 **"Employees"** mean all the permanent employees of the Transferor Companies, if any, as on the Effective Date (including any employees seconded by the Transferor Companies to the Transferee Company, if any).
- 4.10 **"GOVERNMENT"** means the Government of India, or any ministry to which the powers and functions have been delegated to by the Government of India;
- 4.11 **"GOVERNMENTAL AUTHORITY"** means any applicable central, state or local government, legislative body, regulatory or administrative authority, agency or commission or committee or any court, tribunal, board, bureau, instrumentality, judicial or quasi-judicial or arbitral body having jurisdiction over the territory of India;
- 4.12 **"INR"** means Indian Rupees, the lawful currency of the Republic of India;
- 4.13 **"NATIONAL COMPANY LAW TRIBUNAL" or "TRIBUNAL" or "NCLT"** means the Hon'ble National Company Law Tribunal (NCLT), Chennai Bench.
- 4.14 **"REGIONAL DIRECTOR"** means the Hon'ble Regional Director, Chennai, Ministry of Corporate Affairs
- 4.15 **'ROC'** means Hon'ble Registrar of Companies, Chennai, Ministry of Corporate Affairs
- 4.16 **"SCHEME OF MERGER" or "THIS SCHEME" or "THE SCHEME"** shall mean this Scheme of Merger between the Transferor Company and Transferee Company and their respective shareholders and creditors, in its present form as submitted to NCLT or with such modification(s), if any made from time to time, as per Clause 21.
- 4.17 **"TRANSFEE COMPANY"** means PPN Power Generating Company Private Limited bearing CIN: U40101TN1994PTC027477, a Company incorporated under the Companies Act, 1956, on 05/05/1994 and having its Registered office at Jhaver Plaza 3rd Floor 1A Nungambakkam High Road Chennai-34, Tamil Nadu, India.
- 4.18 **"TRANSFEROR COMPANY"** means AAPEX Power And Industries Private Limited, a Company incorporated under the Companies Act, 1956, on 30/08/1996 and having its Registered Office at Jhaver Plaza, 3rd Floor, Chennai, Tamil Nadu, India, 600034
- 4.19 **"TDS"** means tax deducted at source;
- 4.20 **"UNDERTAKING OF THE TRANSFEROR COMPANY"** means and includes the whole of the undertaking of the Transferor Company, as on the Appointed Date (further details of which are set out in Clause 6) and includes (without being limited to) the following:
- a) All the assets and properties of the Transferor Company, whether moveable or immovable, whether leasehold or freehold, wherever situated (including in the possession of vendors, third parties or elsewhere), whether real, personal or mixed, present, future or contingent, tangible or intangible (including intellectual property, if any), in possession or reversion, corporeal or incorporeal, including without limitation, immovable properties, land and buildings, movable assets and other plant, machinery and equipment (if any),

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P. VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

whether licensed, leased or otherwise held, title, interests, current assets, furniture, fixtures, appliances, accessories, office equipment, actionable claims, and sundry debtors, financial assets investments, loans, application monies, advance monies, earnest monies (if any) and/or security deposits or advances (if any) (including accrued interest) and other payments (in any such case whether paid by or deemed to have been paid by Transferor Company), prepaid expenses, advances recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cheques and other negotiable instruments, cash and bank balances, financial assets, covenants, undertakings and all rights and benefits, including all rights and: benefits pertaining to any investments, loans and advances, including accrued interest thereon, all advance payments, earnest monies and/or security deposits, payment against warrants, if any, security arrangements, receivables, claims against any third parties, guarantees (including bank and performance guarantees), letters of credit, reversions, tenancies and other such arrangements or facilities (if any) and deposits including accrued interests thereon with other persons, tax related assets, tax benefits, exemptions and refunds; (hereinafter referred to as the "Assets");

- b) All debts, borrowings, duties, guarantees, assurances, present and future liabilities (including deferred tax liabilities and contingent liabilities), both present and future of every kind, nature or description including outstanding dues, duties, and obligations, fixed, absolute and contingent liabilities, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however pertaining to or arising out of activities or operations of the Transferor Company, whether provided for or not in the books of account of the Transferor Company and whether disclosed or not in its balance sheet including, without limitation, whether arising out of any contract or tort based on negligence or strict liability or under any licenses or permits or schemes (hereinafter referred to as "Liabilities");
- c) All permits, licenses, registrations, permissions, clearances, approvals, consents, no-objections, rights, entitlements, exemptions, benefits, authorizations, quotas, concessions, exemptions, liberties, advantages, subsidies, grants, allotments, recommendations, tenancies, offices including in respect of any pending application made by the Transferor Company and or to which the Transferor Company are entitled (hereinafter referred to as "Licenses");
- d) All benefits, tax deferrals, entitlements, incentives, concessions, exemptions, deductions, grants, book losses (if any), tax credits (including but not limited to credits and benefits in respect of income tax [including carry forward business losses, capital losses, unabsorbed depreciation and any other allowances or loss which has been extended to or is available under the Income Tax Act, 1961], foreign trade policy, fiscal benefits, tax deducted at source, minimum alternate tax, taxes withheld at source by or on behalf of the Transferor Company, input tax credit, goods and service tax credit, wealth tax, sales tax, value added tax, turnover tax, service tax, customs duty, excise duty, research and development cess, etc.) and exemptions (including 'the right to claim tax holiday under the Income Tax Act, 1961), no-objection certificates, certifications, easements, tenancies, privileges and similar rights, whether statutory or otherwise, and any waiver of the foregoing, issued by any legislative, executive or judicial unit of any governmental or semi-governmental entity or any department, commission, board, agency, bureau, official or other regulatory, administrative or judicial

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P VIJAYAKUMAR REDDY  
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For PPN POWER GENERATING COMPANY PRIVATE LIMITED



HARSHAD REDDY  
Managing Director

authority used or held for use by the Transferor Company, along with associated obligations (**hereinafter referred to as "Benefits"**);

- f) All contracts, agreements, memorandum of understanding, bids, expressions of interest, letters of intent, engagements, commitment letters, other arrangements, undertakings whether written or otherwise, deeds, bonds, schemes, privileges and benefits of all contracts, agreements, tenders, bids, experience and/or performance statements and all other rights, including license rights, lease rights, powers and facilities including agreements with any government entity, department, commission, board, agency, bureau, official, etc., sale agreements, agreements to sell, equipment purchase agreements, hire purchase agreements, lending agreements and other agreements with the customers, sales orders, purchase orders and other agreements and contracts with the supplier of goods or service providers (if any) and all rights, title, interests, claims and benefits thereunder and other instruments of whatsoever nature and description, whether written, oral, digital or otherwise, to which the Transferor Company are a party, or to the benefit of which the transferor company may be entitled (**hereinafter referred to as "Contracts"**);
- g) All **employees** of the Transferor Company, whether permanent or temporary, engaged in or in relation to the Transferor Company, as on the Appointed Date, unless they resign subsequently before effective date and whose services are transferred to the Transferee Company (hereinafter referred to as "Transferred Employees"), all provisions and benefits made in relation to such employees including provident funds, registrations and reserves and contributions, if any, made towards any provident fund, employees state insurance, gratuity fund, staff welfare scheme or any other special schemes, funds or benefits, existing for the benefit of such Transferred Employees of the Transferor Company (**hereinafter referred to "Employees"**), together with such of the investments made by these Funds;
- h) All civil, criminal, revenue, taxation or other proceedings, enquiries or investigations of whatsoever nature initiated by or against the Transferor Company or to which the Transferor Company are otherwise a party, whether pending as on the Appointed Date or instituted any time thereafter (**hereinafter referred to as "Proceedings"**); and
- i) All books, records, files, papers, engineering and process information, databases, catalogues, quotations, advertising materials, lists of present and former credit, computer programs, engineering and process information, manuals, data, production methodologies, production plans, designs, catalogues, quotations, websites, cloud storage, sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records and all other books and records, whether in physical or electronic form, of the Transferor company.
- j) It is intended that the definition of Transferor Companies under this clause will enable the transfer of all property, assets, rights, duties, obligations, entitlements, benefits, Employees and liabilities of Transferor Companies into Transferee Company pursuant to this Scheme.

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED  
  
P VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED  
  
HARSHAD REDDY  
Managing Director

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Companies Act 2013, the Income-Tax Act, 1961, or any other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

## 5. SHARE CAPITAL

### 5.1. SHARE CAPITAL OF TRANSFEROR COMPANY:

The Authorised, issued, subscribed and paid-up share capital of the Transferor Company as on 31/03/2025 is as under:-

SNO	PARTICULARS	AMOUNT IN INR
A	<b>Authorised Share Capital</b> 13,59,10,000 fully paid equity shares of Rs. 10/- each	1,35,91,00,000
	<b>TOTAL</b>	<b>1,35,91,00,000</b>
B	<b>Issued, Subscribed and Paid-up Share Capital</b> 11,52,00,000 fully paid equity shares of Rs. 10/- each	1,15,20,00,000
	<b>TOTAL</b>	<b>1,15,20,00,000</b>

As on 31/03/2025, the entire Issued, Subscribed and Paid up Share Capital of the Transferor Company is held by the Promoters of the Company in the following ratio:

SNO	Name of the Promoter	Shareholding In INR	% of Shareholding
1	Vijayakumar Reddy	56,72,30,600	49.24 %
2	Preetha Reddy	57,60,00,000	50 %
3	Preetha Investments Pvt Ltd	87,69,400	0.76%
	<b>TOTAL</b>	<b>115,20,00,000</b>	<b>100 %</b>


The shares of the Transferor Company are, at present, not listed on any stock exchange, whether in India or in any other country.

Subsequent to 31/03/2025 and up to the date of approval of this Scheme by the Board of the Transferor Company, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company.

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V. VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

## 5.2. SHARE CAPITAL OF TRANSFEREE COMPANY:

The Authorised, issued, subscribed and paid-up share capital of the Transferee Company as on 31/03/2025 is as under:-

SNO	PARTICULARS	AMOUNT IN INR
<b>A</b>	<b>Authorised Share Capital</b> 5,00,00,000 fully paid equity shares of Rs. 100/- each	5,00,00,00,000
	<b>TOTAL</b>	<b>5,00,00,00,000</b>
<b>B</b>	<b>Issued, Subscribed and Paid-up Share Capital</b> 4,90,20,000 fully paid equity shares of Rs. 100/- each	4,90,20,00,000
	<b>TOTAL</b>	<b>4,90,20,00,000</b>


As on 31/03/2025, the Issued, Subscribed and Paid up Share Capital of the Transferee Company is held by the Promoters and others in the following ratio:

SNO	Name of the Promoter	Shareholding In INR	% of Shareholding
1	Aapex Power And Industries Private Limited	4,76,76,28,900	97.26 %
2	Vijayakumar Reddy	10000	Negligible
3	Preetha Reddy	10000	Negligible
	Others (Insurance Company)		
4	HDFC Life Insurance Company Limited	13,43,51,100	2.74%
	<b>TOTAL</b>	<b>4,90,20,00,000</b>	<b>100%</b>

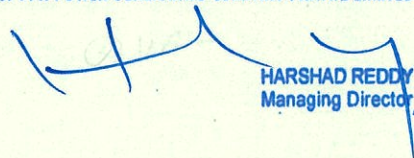
The shares of the Transferee Company are, at present, not listed on any stock exchange, whether in India or in any other country.

Subsequent to 31/03/2025 and up to the date of approval of this Scheme by the Board of the Transferee Company, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferee Company. However, there was a transfer of 100 Shares among the promoter group. The updated shareholding as on date of approval of Scheme by the Board is as follows:

APEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

SNO	Name of the Promoter	Shareholding In INR	% of Shareholding
1	Aapex Power And Industries Private Limited	4,76,76,18,900	97.26 %
2	Vijayakumar Reddy	10000	Negligible
3	Preetha Reddy	10000	Negligible
4	Harshad Reddy	10000	Negligible
	Others (Insurance Company)		
5	HDFC Life Insurance Company Limited	13,43,51,100	2.74%
	<b>TOTAL</b>	<b>4,90,20,00,000</b>	<b>100%</b>

**PART III: AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFEREE COMPANY AND OTHER RELATED MATTERS**

**6. TRANSFER AND VESTING OF THE TRANSFEROR COMPANY INTO THE TRANSFEREE COMPANY**

Subject to the provisions of this Scheme and in relation to modalities of Scheme of Merger by Absorption, upon this Scheme coming into effect on the **Effective Date**, the Transferor Company, altogether with all its present and future properties, assets, investments, rights, obligations, liabilities, benefits and interest therein, whether known or unknown, shall **amalgamate into** and with the Transferee Company, and all the present and future properties, assets, liabilities, investments, rights, obligations, liabilities, benefits and interest of the Transferor Companies shall become the property of, and integral part of, the Transferee Company **subject to the charges and encumbrances** (to the extent they are outstanding on the Effective Date), if any, created by the Transferor Company on their properties and assets in favor of lenders, as a going concern, by operation of law pursuant to the vesting order of the National Company Law Tribunal sanctioning this Scheme, without any further act or deed required by either of the above, in particular, the Transferor Company shall stand merged into and with the Transferee Company, in the manner described below:

6.1. Upon this Scheme coming into effect from the Appointed Date, all assets and liabilities of whatsoever nature and wheresoever situated, shall, under the provisions of Section 230 to Section 232 and all other applicable provisions, if any, of the Act, without any further act or deed (save as otherwise provided under Clause 6 herein), be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company as a going concern, so as to become as, from the Appointed Date, the Undertaking of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations therein;

Provided that for the purpose of giving effect to the vesting order passed under Section 232 in respect of this Scheme, the Transferee Company shall be entitled to get effected the change in the title and the appurtenant legal right(s) upon the vesting of such properties in accordance with the provisions of the Act, at the office of the respective concerned authority, where any such property is situated;

**Provided further that** the mutation of the ownership or title, or interest in the immovable properties if any in favor of the Transferee Company shall be made and

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duly recorded by the Appropriate Authorities pursuant to the sanction of this Scheme and it becoming effective in accordance with the terms thereof;

- 6.2. With effect from the Appointed Date and upon the Scheme becoming effective: all rights and licenses relating to trademarks, know-how, technical know-how, trade names, description, trading style, franchises, labels, label designs, color schemes, utility models, holograms, bar codes, copyrights, privileges and any rights, title or interest in intellectual property rights (including applications submitted to the registration authorities on or before the Effective Date by the Transferor Company) tenancies, if any, with the consent of the landlord wherever necessary, powers, facilities of every kind and description of whatsoever nature in relation to the Undertaking of the Transferor Company to which the Transferor Company is a party or to the benefit of which the Transferor Company may be entitled /eligible and which are subsisting or have effect immediately before the Appointed Date, shall be in full force and effect on, or against, or in favor of, the Transferee Company as the case may be, and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligated thereto.
- 6.3. All the movable assets including cash in hand, if any capable of passing by manual delivery or constructive delivery or by endorsement and delivery, shall be so delivered or endorsed and delivered, as the case may be, to the Transferee Company, such that the ownership, title, possession and property therein passes to the Transferee Company on such handing over in pursuance of the provisions of Section 232 of the Act (as an integral part of the Undertaking).
- 6.4. In respect of all movables, other than those specified in sub-clause 6.3 above, including trade receivables, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, local and other authorities and bodies, customers and other persons, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and/or be deemed to be transferred to and stand vested in the Transferee Company under the provisions of the Act.
- 6.5. In relation to the assets, properties and rights including rights arising from contracts, deeds, instruments and agreements, if any, which require separate documents of transfer including documents for attornment or endorsement, as the case may be, the Transferee Company will execute the necessary documents of transfer including documents for attornment or endorsement, as the case may be, as and when required or will enter into a novation agreement
- 6.6. All debts, liabilities (including deferred tax liability), duties, guarantees, indemnities and obligations of every kind, nature, description, whether or not provided for in the books of accounts and whether disclosed or undisclosed in the balance sheet shall also, under the provisions of the Act, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company on the same terms and conditions, as applicable, so as to become as from the **Appointed Date** the debts, liabilities, duties, guarantees, indemnities and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties, guarantees, indemnities and obligations have arisen, in order to give effect to the provisions of this sub-clause.

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However, if so required, the Transferee Company may, at any time, after the coming into effect of this Scheme in accordance hereof, under any law or otherwise, execute deeds of confirmation in favor of the creditors, or lenders, as the case may be, or in favor of any other party to the contract or arrangement to which the Transferor Company are a party or any writing, as may be necessary, in order to give formal effect to the provisions mentioned herein.

- 6.7. The transfer and vesting of the Undertakings of the Transferor Company as aforesaid shall be subject to the existing securities charges and mortgages, if any, subsisting, over or in respect of the property and assets or any part thereof of the Transferor Company.

Provided however, that any reference in any security / charge documents or arrangements (to which Transferor Company is a party) pertaining to the assets of the Transferor Company for any financial assistance or obligations, shall be construed as reference only to such assets, as are offered or agreed to be offered as security, pertaining to the Transferor Company and as are vested in the Transferee Company by virtue of the aforesaid clauses. Further, the filing of the certified copy of the order of the NCLT sanctioning this Scheme with the relevant Registrar of Companies, Chennai, shall be deemed to be sufficient for creating or modifying the charges in favour of the secured creditors, if any, of the Transferor Company, as required as per the provisions of this Scheme.

- 6.8. All existing and future incentives, unavailed credits and exemptions, benefit of carried forward losses [including business losses, capital losses, unabsorbed depreciation and any other allowances or loss which has been extended to or is available under the Income Tax Act, 1961, refunds available and other statutory benefits, including in respect of income tax (including tax deducted at source, advance tax and MAT Credit), excise (including MODVAT/ CENVAT), customs, VAT, sales tax, service tax (including input credit), GST, IGST, CGST (including input tax credit) etc. which Transferor Company are entitled to shall be available to and vest in Transferee Company.
- 6.9. Upon coming into effect of this Scheme and till such time that the names of the bank accounts of the Transferor Companies are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company, in their names, in so far as may be necessary.
- 6.10. With effect from the Appointed Date, all permits, quotas, rights, entitlements, tenancies and licenses relating to brands, trademarks, patents, copy rights, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Undertaking of the Transferor Company and which are subsisting or having effect immediately before the Appointed Date, shall be and remain in full force and effect in favor of the Transferee Company and may be enforced fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a beneficiary or oblige thereto.
- 6.11. With effect from the Appointed Date, any statutory licenses, permissions, approvals and/ or consents held by the Transferor Company as required to carry its operations shall stand vested in, or transferred to, the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities or any other person concerned therewith in favor of the Transferee Company. The benefit of all statutory and regulatory permissions, licenses, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

operations of the Transferor Company shall vest in, and become available to, the Transferee Company upon the Scheme coming into effect.

## 7. CONTRACTS DEEDS AND OTHER INSTRUMENTS

- 7.1. With effect from the Appointed Date and upon the Scheme becoming effective, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to the Undertakings of the Transferor Company to which the Transferor Company is a party or to the benefit of which the Transferor Company may be entitled/eligible, and which are subsisting or have effect immediately before the Appointed Date, shall be in full force and effect on, or against, or in favour of the Transferee Company and maybe enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligation thereto.
- 7.2. Further, with effect from the Appointed Date and upon the Scheme becoming effective, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to the Undertakings of the Transferor Company to which the Transferor Company is a party or to the benefit of which the Transferor Company may be entitled/eligible, entered into by the Transferor Company after the Appointed Date shall be construed as being entered into for and on behalf of and to the benefit of the Transferee Company.
- 7.3. Any inter se contracts between the Transferor Company and the Transferee Company shall stand cancelled and cease to operate upon the coming into effect of this Scheme.
- 7.4. For the avoidance of all doubt, it is expressly made clear that the transfer of respective Undertakings of the Transferor Company as contemplated herein, shall not affect the previous operation of any contract, agreement, deed or any instrument or the like to which the Transferor Company is a party or is the beneficiary of (as the case maybe) and any reference in such agreements, contracts, deeds and instruments to the Transferor Company shall be construed as reference only to the Transferee Company with effect from the Effective Date.

## 8. LEGAL PROCEEDINGS:


Upon the Scheme becoming effective, all legal and other proceedings including before any statutory or quasi-judicial authority or tribunal of whatsoever nature by or against the Transferor Company pending and/or arising at the Appointed Date shall be continued and/or enforced by or against the Transferee Company only, to the exclusion of the Transferor Company in the same manner and to the same extent as would have been continued and enforced by or against the Transferor Company.

Further, the aforementioned proceedings shall not abate or be discontinued nor in any way be prejudicially affected by reason of Merger by way of Absorption of the Transferor Companies into the Transferee Company or anything contained in the Scheme

## 9. STAFF, WORKMEN AND EMPLOYEES

On the Scheme coming into effect, all staff, workmen and Employees (if any, including those on sabbatical / maternity leave) of the Transferor Company in service on the Effective Date shall stand transferred and vested and / or be deemed to have become staff, workmen and Employees of the Transferee Company with effect from the Effective Date without any break or interruption in their service and on the terms and conditions not less favorable

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than those applicable to them with reference to the Transferor Company on the Effective Date. The position, rank and designation of the Employees would however be decided by the Transferee Company.

It is expressly provided that, in so far as the gratuity fund, provident fund and super annuation fund (hereinafter referred as "Fund or Funds"), Employee State Insurance or any other labour welfare fund(s) created or existing for the benefit of the staff, workmen and Employees of the Transferor Company are concerned, upon the Scheme coming into effect, the Transferor Company shall be substituted by the Transferee Company for all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Fund or Funds, if any. It is clarified that the services of the staff, workmen and Employees of the Transferor Companies will be treated as having been continuous for the purpose of the Fund or Funds and for other benefits such as long service awards.

In so far as the Fund or Funds created or existing for the benefit of the Employees of the Transferor Company are concerned, upon the coming into effect of this Scheme, balances lying in the accounts of the Employees of the Transferor Company in the Fund or Funds as on the Effective Date shall stand transferred from the respective Fund or Funds of the Transferor Company to the corresponding Fund or Funds set up by the Transferee Company.

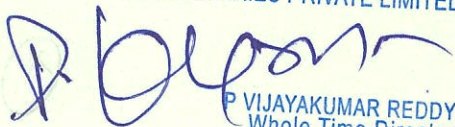
The Transferee Company undertakes to continue to abide by any agreement(s)/settlement(s) entered into by the Transferor Company with any employees of the Transferor Company. The Transferee Company agrees that for the purpose of payment of any retrenchment, compensation, gratuity and other terminal benefits, the past services of such employees with the Transferor Company shall also be taken into account and agrees and undertakes to pay the same as and when payable.

## 10. ACCOUNTING TREATMENT


Upon the Scheme becoming effective, Transferee Company shall account for the amalgamation in its books of accounts with effect from the Appointed Date as under:

- a) Amalgamation of the Transferor Company with the Transferee Company shall be accounted for in accordance with Pooling of Interest of accounting as per applicable Accounting Standards as notified under Section 133 of the Companies Act, 2013.
- b) All the assets, including but not limited to fixed assets, existing in India or outside India, intangibles and any other assets, whether recorded in the books or not, of the Transferor Company shall stand transferred to and vested in Transferee Company pursuant to the Scheme, and shall be recorded by Transferee Company at their respective book values.
- c) All liabilities of Transferor Company shall stand transferred to and vested in Transferee Company and shall be recorded by Transferee Company at their respective book values.
- d) Pursuant to the merger of the Transferor Company with the Transferee Company, the inter-corporate loans and balances between the Transferee Company and the Transferor Company, if any appearing in the books of the Transferee Company shall come to an end and corresponding effect shall be given in the books of

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
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Managing Director

accounts and records of the Transferee Company for the reduction of any assets and liabilities, as the case may be.

- e) The value of the investments held by the Transferor Company in the Transferee Company shall stand cancelled pursuant to merger.
- f) After giving effect to the above, the balance of profit/loss account of Transferor Company should be aggregated with the corresponding balance of the Transferee Company or transferred to the General Reserves / Capital Reserve, if any. The difference between the amount recorded as share capital issued and the amount of share capital of the Transferor Company shall be adjusted in the reserves.
- g) In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference shall be quantified and adjusted in the reserves of the Transferee Company.
- h) It is hereby clarified that pursuant to this Scheme, all transactions conducted during the period between the Appointed Date and Effective Date relating to the Transferor company would be duly reflected in the financial statements of the Transferee Company, upon the Scheme coming into effect.

## 11. BUSINESS AND PROPERTY IN TRUST FOR THE TRANSFEEE COMPANY

**With effect from the Appointed Date and up to and including the Effective Date:**

- a) The Transferor Companies shall carry on their business with reasonable diligence and in the same manner as they have been doing hitherto in normal course.
- b) The Transferor Company shall carry on and be deemed to have carried on its business and activities and shall stand possessed of whole of its Undertaking, in trust for the Transferee Company and shall account for the same to the Transferee Company.
- c) Any of the rights, powers, authorities or privileges exercised by the Transferor Company shall be deemed to have been exercised by the Transferor Company for and on behalf of, and in trust for and as an agent of the Transferee Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by the Transferor Companies shall be deemed to have been undertaken for and on behalf of and as an agent for the Transferee Company.
- d) Any income or profit accruing or arising to the Transferor Company and all costs, charges, expenses and losses (including brought forward tax, tax deducted at source, minimum alternative tax, credit, taxes withheld, etc.), incurred by the Transferor Company shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes, as the case may be, of the Transferee Company and shall be available to the Transferee Company for being disposed off in any manner as it thinks fit.
- e) Any exemption from or any assessment with respect to any tax which has been granted or made, or any benefit which has been extended or is available for the Transferor Company under the Income-tax Act, 1961 shall be available to the Transferee Company. Further, in connection with any transactions between the

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

Transferor company and the Transferee Company between the Appointed Date and up to the Effective Date, if any service tax or goods and service tax has been paid by the Transferor Company, then upon this Scheme becoming effective, the Transferee Company shall be entitled to claim refund of such service tax or goods and service tax paid by the Transferor company.

- f) All Assets acquired, leased or licensed, Licenses obtained, Benefits, entitlements, incentives and concessions granted, Contracts entered into, intellectual property developed or registered, or applications made thereto, Liabilities incurred and Proceedings initiated or made party to, **between the Appointed Date and until the Effective Date** by the Transferor company shall be deemed to be transferred and vested in the Transferee Company.

## 12. BOOKS AND RECORDS OF TRANSFEROR COMPANY

All books, records, files, papers, engineering and process information, building plans, business plans, databases, catalogues, quotations, advertising materials, if any, lists of present and former clients and all other books and records, whether in physical or electronic form, of the Transferor Company, to the extent possible and permitted under applicable laws, be handed over by them to the Transferee Company.

## 13. DISSOLUTION OF THE TRANSFEROR COMPANY


From the Effective Date, the Transferor Company shall, without any further act or deed, matter or thing, stand dissolved without winding up.

Even after the Scheme becomes effective, the Transferee Company shall be entitled to operate all bank accounts relating to Transferor Company and realize all the monies and complete and enforce all pending contracts and transactions in the name of the Transferor Company in so far as may be necessary until the transfer and vesting of rights and obligation of the Transferor Company to the Transferee Company under this Scheme is formally effected by the parties concerned.

## 14. CONSEQUENTIAL MATTERS RELATING TO TAX

- i. Upon the Scheme coming into effect, Taxes / cess / duties, direct and/ or indirect, payable by or on behalf of the Transferor Company from the Appointed Date onwards, including all or any refunds and claims pending with the Governmental Authority and including the right to claim credit for minimum alternate tax and carry forward of accumulated losses, unabsorbed depreciation, any other allowances or loss which has been extended to or is available under the Income Tax Act, 1961, including claim under Section 43B of the Income Tax Act, 1961 and the indirect taxes such as input tax credit, goods and service tax credit, if any, shall, for all purposes, be treated as that of the Transferee Company. Accordingly, upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise, if it becomes necessary, its income-tax returns, goods and service tax returns, other tax returns, and to claim refunds, credits, pursuant to the provisions of this Scheme. The Transferee Company is also expressly permitted to claim refunds I/ credits in respect of any transaction between or amongst the Transferor Company and the Transferee Company.

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P. V. JAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

Provided further that upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise, if it becomes necessary, its income tax returns and related Tax Deducted at Source ("TDS") Certificates, including TDS Certificates relating to transactions between or amongst the Transferor Company and the Transferee Company, and to claim refunds, advance tax and withholding tax credits, benefit of credit for minimum alternate tax and carry forward of accumulated losses, unabsorbed depreciation etc., pursuant to the provisions of this Scheme.

- ii. The TDS / advance tax/ minimum alternate tax, if any, paid by the Transferor Company under the Income-tax Act, 1961 or any other statute in respect of income of the Transferor Company assessable for the period commencing from the Appointed Date shall be deemed to be the tax deducted from / advance tax / minimum alternate tax paid by the Transferee Company and credit for such TDS / advance tax/ minimum alternate tax shall be allowed to the Transferee Company notwithstanding that certificates or challans for TDS / advance tax are in the names of the Transferor Company and not in the name of the Transferee Company.
- iii. In accordance with the applicable Goods and Services Tax Act, as prevalent on the Effective Date, the unutilized credits relating to duties paid on inputs/capital goods/input services lying in the accounts of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the goods and services tax payable by it.
- iv. In accordance with the applicable Goods and Services Tax Act, as prevalent on the Effective Date, the unutilized credits, if any, relating to input tax paid on inputs / work in process / capital goods lying in the accounts of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the goods and services tax payable by it.
- v. Any concessional or statutory forms under the applicable goods and services tax, or local levies issued or received by the Transferor Company, if any, in respect of the period commencing from the Appointed Date shall be deemed to be issued or received in the name of the Transferee Company benefit of such forms shall be allowable to the Transferee Company in the same manner and to the same extent as would have been available to the Transferor Company.
- vi. In respect of the inter-company service transactions amongst the Transferor Company and / or between any of the Transferor Company and Transferee Company, after the Appointed Date and before the Effective Date, applicable goods and services tax charged by the service provider to the service recipient entity would be available as input tax credit to the service recipient entity, despite such transactions getting disregarded as service transactions.

#### **15. CONSIDERATION - SHARES ISSUED BY THE TRANSFEE COMPANY TO THE SHAREHOLDERS OF THE TRANSFEROR COMPANY- SWAP RATIO**

The Transferee Company has proposed to issue equity shares to the shareholders of the Transferor Company, in lieu of consideration for the proposed merger of the Companies, as follows:

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

- a) For every 2.80 Equity Share of Rs.10/- each (Rupees Ten each) held by the Shareholders of the Transferor Company, the Transferee Company shall issue one fully paid-up Equity share of Rs.100/- each (Rupees Hundred each) to the Shareholders of Aapex Power And Industries Private Limited as per the valuation report issued by Mr. T V Balasubramanian, Registered Valuer – Regn. No. IBBI/RV/06/2018/10073, Partner, PKF Sridhar & Santhanam LLP bearing UDIN: 25027251BMIAIK1951.
- b) Fractions, if any, arising out of such allotment shall be rounded off to the nearest whole number.
- c) The Valuation Report was issued on 20<sup>th</sup> November 2025 and the financial statements as of 30<sup>th</sup> September, 2025 was considered as the basis for Valuation.

## 16. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the Undertaking of the Transferor Company under this Scheme of Merger by Absorption of the Transferor Company into the Transferee Company above, including the effectiveness of contracts and deeds under continuance of proceedings by or against the Transferor Company, shall not affect any transaction or proceedings or contracts or deeds already concluded by the Transferor Company on or before the Appointed Date; and after the Appointed Date till the Effective Date. The Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company after the Appointed Date till the Effective Date in respect thereto as done and executed on behalf of itself.


## 17. RATIFICATION OR VALIDITY OF EXISTING RESOLUTIONS

The Transferee Company shall accept all acts, deeds and things relating to the Undertaking and executed by and/or on behalf of the Transferor Company on and after the Appointed Date as acts, deeds and things done and executed by and/or on behalf of the Transferor Companies. The resolutions of the Transferor Company as are considered necessary by the Board of Directors of the Transferee Company which are validly subsisting be considered as resolution of the Transferee Company. If any such resolutions have any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of Directors of the Transferee Company, shall be added to the limits, if any, under like resolutions passed by the Transferee Company.

## 18. COMBINATION OF AUTHORISED SHARE CAPITAL AND AMENDMENT OF MEMORANDUM OF ASSOCIATION:

Upon this Scheme becoming effective, the authorized share capital of the Transferee Company shall stand increased without any further act, instrument or deed on the part of the Transferee Company including payment of stamp duty and fees payable to Registrar of Companies, by the authorized share capital of the Transferor Companies as produced below, and the Memorandum of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14, 61, 64 and 230-232 of the Companies Act, 2013 and other applicable provisions of the Act would be required to be separately passed, as the

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P VINAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director.

case may be and for this purpose the stamp duties and fees paid on the authorized share capital of the Transferor Companies shall be utilized and applied to the increased authorized share capital of the Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee by the Transferee Company for increase in the authorized share capital to that extent.

**Pursuant to the Scheme becoming effective and consequent amalgamation of the Transferor Company into the Transferee Company, the authorised share capital of the Transferee Company will be as under:**

Authorised Capital	BEFORE MERGER		AFTER MERGER	
	Transferor Company	Transferee Company	Transferor Company	Transferee Company
<b>In INR</b>	1,35,91,00,000	5,00,00,00,000	Dissolved	6,35,91,00,000
<b>No. of Equity Shares</b>	13,59,10,000 (of Rs. 10/- each)	5,00,00,000 (of Rs. 100/- each)	Dissolved	6,35,91,000 (of Rs. 100/- each)

**It is clarified that the approval of the shareholders of the Transferee Company to the Scheme, whether at a meeting or otherwise, shall be deemed to be their consent / approval also to the amendment of the Memorandum of Association of the Transferee Company as may be required under the Act, and Clause V of the Memorandum of Association of the Transferee Company shall stand substituted without any further act instrument or deed by virtue of and upon the coming into effect of this Scheme to read as follows:**

**Clause 5 of the Memorandum of Association of the Transferee Company:**

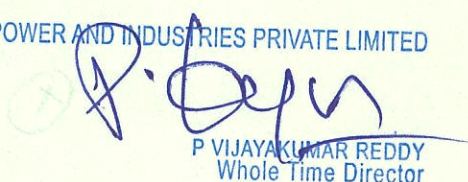
5. The Authorised Share Capital of the Company is **Rs. 6,35,91,00,000/- (Rupees Six Hundred Thirty Five Crores, Ninety One Lakhs, Only) divided into 6,35,91,000 (Six Crores Thirty Five Lakhs, Ninety One Thousand only) Equity shares of Rs.100/- (Rupees Hundred only) each** with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being subject to the provisions of the Articles. The Company has power from time to time to increase or reduce its capital and divide the shares in the original or increased capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges, or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the regulations of the Company for the time being.

#### **PART IV: GENERAL TERMS AND CONDITIONS**

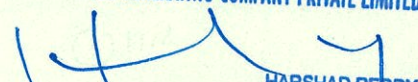
#### **19. APPLICATIONS TO THE NCLT OR SUCH OTHER APPROPRIATE AUTHORITY**

The Transferor Company and the Transferee Company shall, with all reasonable ways, dispatch, make Applications to the NCLT or such other Appropriate Authority under Sections 230-232 of the Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the respective classes of the shareholders and creditors of

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

the Transferor Company and the Transferee Company as may be directed by the NCLT or such other Appropriate Authority.

On the Scheme being agreed to by the requisite majorities of the classes of the shareholders of the Transferor Company and the Transferee Company, whether at a meeting or otherwise, as prescribed under law and / or as directed by the NCLT or such other Appropriate Authority, the Transferor Company and the Transferee Company shall, with all reasonable means dispatch, apply to the NCLT or such other Appropriate Authority for sanctioning the Scheme under Sections 230 to 232 of the Act, and for such other order or orders, as the said NCLT or such other Appropriate Authority may deem fit for carrying this Scheme into effect and for dissolution of the Transferor Company without winding-up.

## **20. MODIFICATIONS / AMENDMENTS TO THE SCHEME**

The Transferor Company and the Transferee Company, through approval by their Board of Directors may consent on behalf of all persons concerned, to any modifications or amendments of this Scheme or to any conditions which the NCLT and/or any other authorities under law may deem fit to approve of or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise in carrying out this Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting this Scheme into effect, including but not limited to withdrawal of the Scheme before the Scheme is approved by the NCLT.

For the purpose of giving effect to this Scheme or to any modification, amendment or condition thereof, the Board of Directors of the Transferee Company are authorized to give such directions and/or to take such step as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

## **21. PROVISION FOR DISSENTING STAKEHOLDER**

By way of approval of this Scheme, both the Transferor and Transferee Companies hereby authorise the Board of Directors of the Companies to approve reasonable measures such that a suitable provision is made for any persons who, within such time and in such manner as the Tribunal directs, dissent from this Scheme of Merger.

## **22. CONDITIONALITIES TO THE SCHEME**

This Scheme is conditional upon and subject to:


a) The approval of the Scheme by the requisite majority of the shareholders and creditors of the Transferor Company and the Transferee Company in accordance with law, unless the meeting of the shareholders of Transferor Company and Transferee Company is dispensed with by the order of the Hon'ble Tribunal, and

b) Sanction of the Scheme by the Hon'ble Tribunal under the provisions of Sections 230 and 232 of the Act and the necessary orders of NCLT under Section 232 of the Act being obtained and filed with the Registrar of Companies, Chennai

## **23. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS AND / OR REVOCATION OF THE SCHEME**

In the event of necessary sanctions and approvals not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by the NCLT and/or order or

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

orders not being passed by such date as may be mutually agreed upon by the respective Board of Directors of the Transferor Companies and the Transferee Company, this Scheme shall stand revoked, cancelled and be of no effect.

In the event of revocation as mentioned above, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Transferor Company and the Transferee Company or their respective shareholders or creditors or Employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the applicable laws and in such case, each company shall bear its own costs unless otherwise mutually agreed.

The Board of Directors of the Transferor Company and the Transferee Company shall be entitled to withdraw this Scheme any time prior to the Effective Date.

If any part of this Scheme hereof is invalid, ruled illegal by NCLT of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Transferor Company and the Transferee Company that such part shall be severable from the remainder of the Scheme. Further, if the deletion of such part of this Scheme may cause this Scheme to become materially adverse to any of the Transferor Company and /or the Transferee Company, then in such case the Transferor Company and /or the Transferee Company shall attempt to bring about a modification in the Scheme, as will best preserve for the Transferor Company and the Transferee Company the benefits and obligations of the Scheme, including but not limited to such part.

#### 24. SEQUENCING OF EVENTS

Upon the sanction of this Scheme, and upon this Scheme becoming effective, the following shall be deemed to have occurred / shall occur and become effective and operative, only in the sequence and in the order mentioned hereunder;

- a. Merger of Transferor Company into and with Transferee Company in accordance with the Scheme.
- b. Dissolution of Transferor Companies without winding up in accordance with this Scheme.

#### 25. REMOVAL OF DIFFICULTIES

The Transferor Company and the Transferee Company may, through mutual consent and acting through the respective Board of Directors, agree to take steps, as may be necessary, desirable or proper, to resolve all doubts, difficulties or questions, whether by reason of any orders of the National Company Law Tribunal or any directives or orders of any governmental authorities or otherwise arising out of, under or by the virtue of this scheme and / or matters concerning or connected therewith.


#### 26. REPEAL AND SAVINGS

The Transfer of assets, liabilities and business to, and the continuance of proceedings by or against, the Transferee Company as envisaged in this Scheme shall not affect any transaction or proceedings already concluded by the Transferor Company or the Transferee Company on or before the Effective Date, to the end and intent that the Transferee Company shall be automatically deemed to accept and adopt all such acts, deed and things done or executed by Transferor Companies.

For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P. VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

## 27. COSTS, CHARGES AND EXPENSES

All taxes including duties (including the adjudication charges/ fees and stamp duty, if any, applicable in relation to this Scheme), levies and all other similar expenses, if any (save as expressly otherwise agreed) of the Transferor Company and the Transferee Company arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company.

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For AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

  
P. VIJAYAKUMAR REDDY  
Whole Time Director

For PPN POWER GENERATING COMPANY PRIVATE LIMITED

  
HARSHAD REDDY  
Managing Director

**Valuation for the Purpose of  
Determining exchange ratio for merger of  
Aapex Power and Industries Pvt Ltd and PPN Power Generating Company Private Limited**

T V Balasubramanian  
Registered Valuer – Regn. No. IBBI/RV/06/2018/10073  
Partner, PKF Sridhar & Santhanam LLP  
Chartered Accountants  
Address: 91-92, VII Floor, Dr.Radhakrishnan Road  
Mylapore, Chennai 600 004, India



20<sup>th</sup> November 2025

To

To,  
Apex Power and Industries Private Limited,  
Jhaver Plaza, 3<sup>rd</sup> Floor,  
Chennai, Tamil Nadu 600034.

To,  
PPN Power Generating Company Private Limited,  
No. 1-A, Jhaver Plaza, 3rd Floor,  
Chennai, Tamil Nadu 600034

**Re: Providing Valuation Services for determining share exchange ratio for merger of Apex Power and Industries Pvt Ltd and PPN Power Generating Company Private Limited**

Dear Sirs,


As presented in the attached valuation report, our objective was to determine the share exchange ratio for the merger of Apex Power and Industries Pvt Ltd ('AAPEX') and PPN Power Generating Company Pvt Ltd ('PPN') as of 30<sup>th</sup> September 2025, in the context of the proposed merger of AAPEX into PPN.

In this context, we have determined the fair market value of both companies using generally accepted valuation methodologies, and based on the relative fair values so derived, arrived at the share exchange ratio for the proposed merger.

Based on the fair value per share of PPN and AAPEX, we have determined the share exchange ratio to be **1 equity shares of PPN for every 2.80 equity share of AAPEX.**

Please note that this valuation is subject to the assumptions and limiting conditions set out in the valuation report.

Thanking you,

  
TV Balasubramanian

Registered Valuer – Regn. No. IBBI/RV/06/2018/10073

Partner, PKF Sridhar & Santhanam LLP

UDIN: 25027251BMIAIK1951



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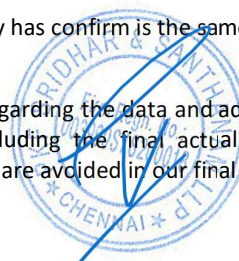


## 1. Background and Scope of Work

- 1.1. We understand that AAPEX and PPN are proposed to be merged with AAPEX merging into PPN. In this context, we have undertaken a valuation exercise to determine the fair market value of both companies as of 30<sup>th</sup> September 2025, using generally accepted valuation methodologies considered appropriate for the purpose.
- 1.2. Based on the relative fair values so derived, we have consequently determined the share exchange ratio for the proposed merger.
- 1.3. **Purpose of the report** – AAPEX and PPN are proposed to be merged based on the share exchange ratio determined. Accordingly, valuation for both the entities is derived as on 30<sup>th</sup> September 2025.
- 1.4. **Valuation Bases** – Fair Value of the investments, in accordance with the prevalent standards (Valuation Standards of the ICAI RVO) and Companies Act, 2013 requirements, as applicable. The procedures selected would depend on our judgment.
- 1.5. **Premise of valuation** – Going Concern Value
- 1.6. **Dates:**
  - Date of Appointment** – By way of signed engagement letter dated 08th September 2025.
  - Date of Valuation** – 30<sup>th</sup> September 2025
  - Date of Report** – 20<sup>th</sup> November 2025
- 1.7. Our mandate is to carry out valuation analysis without a detailed Due diligence based on full, frank, and complete disclosure on all matters that affect the valuation exercise.

## 2. Sources of information

- 2.1. Financial Information provided by AAPEX:
  - Audited financials of AAPEX for FY 23-24.
  - Valuation report as of 29<sup>th</sup> February 2024
  - Shareholding pattern as on 30<sup>th</sup> September 2025
  - Audited Standalone Financial Statements as on 31<sup>st</sup> March 2025
  - Unaudited Standalone Financial as on 30<sup>th</sup> September 2025
- 2.2. Financial Information provided by PPN:
  - Audited financials of PPN for FY 23-24.
  - Valuation report as of 26<sup>th</sup> December 2023/ 31<sup>st</sup> October 2023/ 30<sup>th</sup> September 2023
  - Shareholding pattern as on 30<sup>th</sup> September 2025
  - Audited Standalone Financial Statements as on 31<sup>st</sup> March 2025
  - Unaudited Standalone Financial as on 30<sup>th</sup> September 2025
  - Forecasted financial statements up to FY 2031.
  - Reference note for Contingent liabilities and assets which the company has confirmed is the same status as on 31<sup>st</sup> March and 30<sup>th</sup> September 2025.
- 2.3. The company has been provided with the detailed workings specifically regarding the data and adjustments which have been considered in the valuation workings (however, excluding the final actual valuation computations) for them to make sure that factual inaccuracies / omissions are avoided in our final report.



- 2.4. External Source information we have used in the engagement relates to publicly available data on Industry, Peer companies, information on comparable transactions and market quotes of listed entities.
- 2.5. The report should be read in conjunction with the limitations and disclaimers given in the appropriate section of this report.
- 2.6. We have also relied upon the Full, Frank, and Complete disclosure by AAPEX & PPN of key matters that a qualified commercial investor would consider affecting the valuation for the given purpose.
- 2.7. By accepting this document, the recipient agrees that neither the document nor any of the information therein shall be disclosed by the recipient or any of the recipient's employees or representatives to anyone except as statutorily required, without our prior written consent.
- 2.8. PKF Sridhar & Santhanam LLP is a member of PKF Global, the network of member firms of PKF International Limited, each of which is a separate and independent legal entity and does not accept any responsibility or liability for the actions or inactions of any individual member or correspondent firm(s) and by using this report you acknowledge and accept that such other member and correspondent firms and PKF International Limited do not owe you any duty in relation to the work or advice which we will from time to time provide to you or are required to provide to you. Correspondent firms are not members of PKF Global.
- 2.9. This Valuation Report is subject to the laws of India.

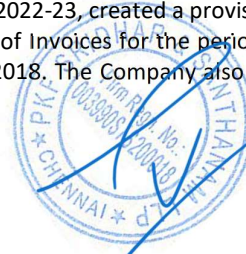
### 3. Company Overview

#### 3.1. Aapex Power and Industries Pvt Ltd

- Aapex Power and Industries Private Limited is a Private Limited Company incorporated in 1996. The company was formerly known as Apollo Infrastructure Projects Finance Company Limited.
- It is engaged in the business of establishing power generation units, providing infrastructure, investment, and financial support.
- As at present it does not have any operating business and is holding a significant portion of shares in PPN.

#### 3.2. PPN Power Generating Company Private Limited

- PPN Power Generating Company Private Limited, a subsidiary of Aapex Power and Industries Private Limited, operates a 330.5 MW gas-cum-naphtha fired power plant in Tamil Nadu.
- The company is engaged in the business of generation of electricity from its plant located at Pillaiperumalnallur.
- Its entire power generation is supplied to Tamil Nadu Power Distribution Company Ltd., (TNPDC) formerly known as Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO) under a 30-year Power Purchase Agreement (PPA), effective until April 2031.
- Originally, the plant operated with Naphtha. In view of the prohibitive costs of running the plant with Naphtha as against using gas for power production, TNPDC has not been giving regular dispatch of power from the company for the last many years. During this period the Company has been maintaining the plant and declaring availability regularly while it could generate power only on some random occasions based on TNPDC's dispatch instruction.
- TNPDC has not been honouring the Fixed Capacity Charges (FCC) Invoices beyond 25<sup>th</sup> April 2021 citing the expiry of Long-Term Fuel Supply Agreement. TNPDC has also not been considering the Late Payment Surcharge (LPS) claim of the Company for several years. On prudence basis, the Company had stopped recognising the LPS from 1st April 2018. In view of the stands taken by TNPDC in not honouring the Invoices beyond 25th April 2021 and LPS, the Company during FY 2022-23, created a provision for doubtful debts to the extent of Rs. 588.23 Crs, constituting Rs. 153.13 Crs of Invoices for the period 25th April 2021 to 31<sup>st</sup> March 2022 and LPS of Rs. 435.10 Crs upto 31<sup>st</sup> March 2018. The Company also didn't recognise the FCC Revenue for FY 2022-23.



- However, the company is only still expecting settlement against the FCC payable to the company by TNPDC and expects that the same will be met with for the balance PPA period into the future upto 2031.
- Further, at the end of the PPA period, the company expects to recover the carrying value of the assets of the company.

#### 4. Valuation Approaches

We generally will apply one or more valuation approaches, analysing principal characteristics of businesses relevant to value and particular considerations required in the valuation to arrive at valuation objective.

##### 4.1. Three broad valuation approaches are as explained below:

- Income Approach: It considers the income that an asset will generate over its remaining useful life. Appropriate yield or discount rate is applied to the projected income stream to arrive at a capital value. Two commonly used methods under Income Approach are **Capitalization Method** and **Discounted Cash Flow Method (DCF)**.
- Direct Market Comparison Approach: It is a comparative approach that compares the subject business to similar businesses, business ownership interests and securities that have been exchanged in the market. The most common sources of data points are **public stock markets**, acquisition market and **prior transactions** in the subject business. Adjustments may be made to render similar business and subject business more comparable.
- Cost Approach: It considers the basic economic principle that a buyer will pay no more for an asset than the **cost to obtain an asset of equal quality**. Appropriate adjustments are to be made considering undue time, inconvenience, risk, and other factors involved towards the cost of modern equivalent.

##### 4.2. Choosing the right valuation method

Methods and their general use			
DCF method	Capitalization method	Multiples method	Cost Method
<ul style="list-style-type: none"> <li>• Growth phase / new projects</li> <li>• Cash flow projections are available.</li> <li>• Unique business model</li> <li>• Long term outlook</li> </ul>	<ul style="list-style-type: none"> <li>• Stable returns</li> <li>• Standard business model</li> </ul>	<ul style="list-style-type: none"> <li>• Stable business</li> <li>• Peer group companies available</li> <li>• Short to Medium term outlook</li> </ul>	<ul style="list-style-type: none"> <li>• Nascent projects with high capex involvement</li> <li>• No significant intangibles involved.</li> <li>• Where information is limited</li> </ul>

##### 4.3. Drivers in choosing the method of valuation:

<ul style="list-style-type: none"> <li>• Information               <ul style="list-style-type: none"> <li>– Availability</li> <li>– Reliability</li> </ul> </li> <li>• Characteristics               <ul style="list-style-type: none"> <li>– Marketability</li> <li>– Current cash flow status</li> <li>– Uniqueness of assets</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Investment               <ul style="list-style-type: none"> <li>– Time horizon</li> <li>– Market views</li> </ul> </li> <li>• Legal requirements</li> </ul>
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## 5. Valuation Approach Selected

5.1 We generally apply one or more valuation methods, analyzing principal characteristics of businesses relevant to value and particular considerations required in the analysis to arrive at valuation analysis objective.

5.2 For the purpose of determining the fair equity values of PPN Power Generating Company Private Limited (“PPN”) and Apex Power and Industries Private Limited (“AAPEX”) as of 30<sup>th</sup> September 2025, appropriate valuation methodologies have been applied in accordance with generally accepted valuation principles and practices. The selection of methodologies has been guided by the nature of business, availability of reliable information, and the specific circumstances of each company.

### 5.3 Valuation of PPN

The valuation of PPN has been undertaken using the Income Approach, specifically the Free Cash Flow to Equity (FCFE) method, considering that the company is only expecting a negotiated settlement linked to the amounts recoverable under the PPA in the forthcoming period. Under this methodology:

- Future free cash flows available to equity shareholders were estimated after giving due consideration to projected profitability, non-cash charges, changes in working capital, capital expenditure requirements, and financing cash flows.
- These free cash flows were discounted to their present value using a discount rate (WACC) of 23.09%, representing the risk-adjusted return expectation of market participants, specifically also factoring a company specific risk premium.
- The resulting enterprise value was further adjusted for cash and bank balances, investments, outstanding loans and contingent liabilities as on 30<sup>th</sup> September 2025, to derive the equity value of PPN.
- The equity value so derived was apportioned over the number of outstanding equity shares, resulting in a per share value of ₹65.23.

### 5.4 Valuation of AAPEX

The valuation of AAPEX has been undertaken using the Adjusted Net Asset Value Method, in view of its nature as a holding company with a substantial investment in PPN. Under this methodology:

- The market value of AAPEX’s stake in PPN was computed by applying the fair value per share of PPN (₹65.23) to AAPEX’s shareholding in PPN.
- The reported net worth of AAPEX as of 30<sup>th</sup> September 2025 was adjusted by eliminating the book value of its investment in PPN and replacing the same with the fair value of investment in PPN as derived above.
- The resultant adjusted net worth was further reduced by applying a Discount for Lack of Marketability (DLOM) of 15.53% on the portion of net worth excluding investment in PPN.
- On this basis, the equity value of AAPEX was determined at ₹268.19 crores, translating into a per share value of ₹23.28.

5.5 Based on the relative fair values of equity shares of PPN and AAPEX derived under the above methodologies, the share exchange ratio for the proposed merger has been determined at 1 equity shares of PPN for every 2.80 equity share of AAPEX.



## 6 Valuation Assumptions

The key assumptions used in the valuation are given below:

6.1 Date of our valuation analysis is 30<sup>th</sup> September 2025.

### 6.2 Discounted Cashflow Method –

- Debt: Equity has been considered based on the book position as on 30<sup>th</sup> September 2025
- Risk free rate has been considered at 6.67% being the 10-Year G-Sec Par Yield (FBIL) as on 29<sup>th</sup> August 2025.
- Equity Risk Premium has been considered based on country premiums reported by Mr.Aswath Damodaran in his data as of July 2025.
- Beta has been considered at 0.70 considering the beta of comparable companies and average of the same being re-levered.
- Considering the scale and size of investment vis a vis the transactions occurring, a DLOM OF 14.30% has been applied as indicated elsewhere above.
- Further, considering the significant risks attached to the company, a company specific risk premium of 9.50% has been considered additionally.
- The Company has outstanding income tax demands that are currently under appeal or rectification. Further, demands amounting to ₹6.86 crores, which were previously decided in favour of the Company, are now under appeal by the Income Tax Department. Of this amount, 50% has been adjusted in the valuation.

### 6.3 Adjusted Net Value -

- AAPEX holds 4,76,76,189 equity shares in PPN, valued at ₹65.23 per share, aggregating to ₹310.99 crores.
- Reported net worth of AAPEX as on 30<sup>th</sup> September 2025 was ₹361.53 crores, adjusted by eliminating the book value of investment in PPN (₹412.08 crores).
- Net worth excluding investment in PPN was negative ₹50.55 crores, further adjusted for a 15.33% DLOM, resulting in negative ₹42.80 crores.
- Accordingly, the total equity value of AAPEX was determined at ₹268.19 crores, translating to a per share value of ₹23.28 based on 11,52,00,000 shares outstanding.



## 7 Valuation Conclusion

Based on the information, limitations and assumptions as detailed above, the valuation of –

- Apex Power and Industries Pvt Ltd - ₹268.19 crores with per share value of Rs. 23.28
- PPN Power Generating Company Private Limited – Rs. 319.76 crores with per share value of Rs. 65.23

Based on the above value valuation of the companies an exchange ratio of 2.80: 1 is derived i.e. 1 equity share of PPN for every 2.80 equity shares of AAPEX held by the shareholders in AAPEX.

Detailed workings are available in the Annexures mentioned hereunder in the table.

Sr. No	Company	Annexure Ref.
1	Aapex Power and Industries Pvt Ltd (AAPEX)	<a href="#">Annexure 1</a>
2	PPN Power Generating Company Private Limited (PPN)	<a href="#">Annexure 2</a>
3	Summary of the Exchange ratio derived	<a href="#">Annexure 3</a>

This report is issued only for the purpose of reporting to the investors to AAPEX and PPN in the context of the liquidation scheme already set up and should not be used for any other purpose. Further, this report shall not be used for any purpose beyond March 2026.

  
**T V Balasubramanian**  
**Registered Valuer**  
**Regn. No. IBBI/RV/06/2018/10073**  
**Partner, PKF Sridhar & Santhanam LLP**  
**Chartered Accountants**  
**Date: 20<sup>th</sup> November 2025**  
**UDIN: 25027251BMIAIK1951**



## 8 Annexures

### Annexure 1 – Aapex Power and Industries Pvt Ltd (AAPEX)

Particulars	Units	Adjusted Net Value
Number of Shares held in PPN	Nos.	4,76,76,189
Price Share value of PPN equity shares (INR)	INR	65.23
<b>Value of AAPEX Stake in PPN (A)</b>	<b>INR Crore</b>	<b>310.99</b>
Net worth of AAPEX as on 30.09.2025	INR Crore	361.53
Less: Book Value of Investment in PPN	INR Crore	412.08
Net worth without Investment in PPN	INR Crore	-50.55
Less: DLOM	%	15.33%
<b>Net worth of AAPEX without investment in PPN (B)</b>	<b>INR Crore</b>	<b>-42.80</b>
<b>Total Value of AAPEX (A + B)</b>	<b>INR Crore</b>	<b>268.19</b>
No of Shares	Nos.	11,52,00,000
<b>Per Share Value</b>	<b>INR</b>	<b>23.28</b>

### Annexure 2 – PPN Power Generating Company Private Limited (PPN)

Enterprise Value based on DCF method	256.32	All amounts in ₹ crs.
Add: Cash & Bank Balances as on Sep 30, 2025	9.61	
Add: Investment as on Sep 30, 2025	59.33	
Less: Loans as at Sep 30, 2025	-2.07	
Less: Contingent Liabilities	-3.43	@50% of the amounts under dispute
<b>Equity Value of PPN</b>	<b>319.76</b>	
No of Shares	49,020,000	
<b>Per Share Value</b>	<b>65.23</b>	

### Annexure 3 – Summary of Exchange ratio derived

Particulars	PPN	AAPEX
Total Value (INR crore)	319.76	268.19
No. of Shares	4,90,20,000	11,52,00,000
Per Share Value	65.23	23.28
<b>Ratio</b>	<b>2.80</b>	<b>1.00</b>
New Shares to be issued		4,11,42,858
Cancellation of existing shares		4,76,76,189



## 9. Limitations and Disclaimers

### i. Restriction on use of Valuation Report

This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use and the Regulations. We do not take any responsibility for the unauthorized use of this report.

### ii. Responsibility

We owe responsibility only to the client that has appointed us under the terms of the engagement letter. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the client or companies, their directors, employees or agents.

### iii. Accuracy of Information

While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of you and the client. Our report is subject to the scope and limitations detailed herein. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

### iv. Achievability of the forecast results

We do not provide assurance on the achievability of the results forecast by the management/owners as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

### v. Range of Value Estimate

The valuation of companies and businesses is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value and we normally express our opinion on the value as falling within a likely range. However, as the purpose in the instant case requires the expression of a single value, we have adopted appropriate valuation assumptions to arrive at a single value. The other methods of valuation have been used as a measure of corroboration and comparison only. Whilst we consider our value to be both reasonable and defensible based on the information available to us, others may place a different value on the company.

### vi. Reliance on the representations of the clients, their management and other third parties

The client and its management/representatives warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the clients, their management and other third parties concerning the financial data and operational data except as specifically stated to the contrary in the report. We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or wilful default on part of the companies, their directors, employee or agents.

In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company.

### vii. No procedure performed to corroborate information taken from reliable external sources

We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.



viii. Compliance with relevant laws

The report assumes that the company complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet provided to us.

ix. Multiple factors affecting the Valuation Report:

The valuation report is tempered by the exercise of judicious discretion by the valuer and judgment taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.

The actual market price achieved may be higher or lower than our estimate of the value depending upon the circumstances of the transaction (for example the competitive bidding environment), the nature of the business (for example the purchaser's perception of potential synergies).

The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, our valuation conclusion will not necessarily be the price at which any agreement proceeds. The final transaction price is something on which the parties themselves have to agree. We also emphasize that our opinion is not the only factor that should be considered by the parties in agreeing the transaction price.

x. Future services including but not limited to Testimony or attendance in courts/ tribunals/ authorities for the opinion of value in the Valuation Report

We are fully aware that based on the opinion of value expressed in this report, we may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws.

xi. Unavailability of information as on Valuation Date

The Fair Value of assets of the company have been performed on the provisional unaudited balance sheet of the company provided by management as of the valuation date. Hence, due to the lack of financials as of the valuation date and based on representation given by the client, we have considered financials as on the last available financial statements as the proxy for the financial position as of the valuation date, valuation report may change post availability of such information.

xii. Independence

We are independent of the client/company and have no current or expected interest in the Company or its assets. The fee paid for our services in no way influenced the results of our analysis.

xiii. Purpose of the report

Our report is meant for the purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.



**AAPEX POWER AND INDUSTRIES PRIVATE LIMITED**
**Standalone Balance Sheet as at March 31, 2025**
*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

	Particulars	Note No.	As at	
			31-Mar-25 (Audited)	31-Mar-24 (Audited)
<b>A</b>	<b>ASSETS</b>			
(1)	<b>Non-current assets</b>			
	a) Property, Plant & Equipment	1	267.52	308.14
	b) Investment Property	3	75.54	56.68
	c) Intangible Assets	4	0.24	0.40
	d) Financial Assets			
	(i) Non Current Investments	5	43,566.60	42,520.35
	(ii) Other Financials Assets	6	-	-
	e) Other Non-Current Assets		-	-
	<b>Total Non-Current Assets (1)</b>		<b>43,909.90</b>	<b>42,885.57</b>
(2)	<b>Current assets</b>			
	a) Financial Assets			
	(i) Trade Receivables	7	1.72	1.96
	(ii) Investments		-	-
	(iii) Cash and Cash Equivalents	9	84.27	55.87
	(iv) Bank balances other than (iii) above	10	1,312.95	2,572.54
	(v) Other Financial Assets	11	82.61	30.69
	b) Other Current Assets	12	446.21	797.32
	<b>Total Current Assets (2)</b>		<b>1,927.77</b>	<b>3,458.38</b>
	<b>Total Assets [1+2]</b>		<b>45,837.67</b>	<b>46,343.95</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
(1)	a) Equity Share Capital	13	11,520.00	11,520.00
	b) Other Equity	14	25,121.93	25,918.45
	<b>Total Equity (1)</b>		<b>36,641.93</b>	<b>37,438.45</b>
	<b>Liabilities</b>			
(2)	<b>Non-Current liabilities</b>			
	a) Financial Liabilities			
	(i) Trade payable			
	- Micro and Small Enterprises		-	-
	- others		-	-
	(ii) Other Financial Liabilities	15	9,122.66	8,388.99
	b) Other Non-current Liabilities	16	-	-
	c) Provisions	17	-	-
	<b>Total Non-Current Liabilities (2)</b>		<b>9,122.66</b>	<b>8,388.99</b>
(3)	<b>Current liabilities</b>			
	a) Financial Liabilities			
	(i) Trade payable	18		
	- Micro and Small Enterprises		-	-
	- others		-	-
	(ii) Other Financial Liabilities	19	1.90	0.12
	b) Other current liabilities	20	40.80	42.59
	c) Provisions	21	0.18	-
	d) Current tax liabilities (net)	22	30.20	473.80
	<b>Total current Liabilities (3)</b>		<b>73.07</b>	<b>516.51</b>
	<b>Total Liabilities [2+3]</b>		<b>9,195.73</b>	<b>8,905.50</b>
	<b>Total Equity and Liabilities [1+2+3]</b>		<b>45,837.67</b>	<b>46,343.95</b>

For Bansi S.Mehta & Co  
Chartered Accountants  
FRN : 100991W

K.Rajalakshmi  
Partner  
M.No.219412

Place : Chennai  
Date : 18.09.2025



For and behalf of the board

P. Vijayakumar Reddy  
Wholetime Director  
DIN: 01097295

Harshad Reddy  
Director  
DIN: 02364798

G.Rajagopal  
Company Secretary  
M.No.A14319

**AAPEX POWER AND INDUSTRIES PRIVATE LIMITED**  
**Standalone Statement of Profit & Loss as at March 31, 2025**  
*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

	Particulars	Note No.	For the Year ended	
			31-Mar-25	31-Mar-24
			(Audited)	(Audited)
I	Revenue from operations	23	26.14	17.47
II	Other Income	24	590.46	822.47
III	<b>Total Income (I+II)</b>		<b>616.60</b>	<b>839.94</b>
IV	<b>Expenses</b>			
	Employee benefits expense	25	146.55	130.73
	Finance Cost	26	1,042.99	259.98
	Depreciation and amortization expenses	1 & 3	46.72	32.43
	Administrative & Other expenses	27	184.86	243.49
	<b>Total Expenses (IV)</b>		<b>1,421.12</b>	<b>666.63</b>
V	<b>Profit / (Loss) before exceptional items and Tax (III-IV)</b>		(804.52)	173.31
VI	<b>Exceptional Items</b>		-	-
VII	<b>Profit/ (Loss) before tax (V+VI)</b>		<b>(804.52)</b>	<b>173.31</b>
VIII	<b>Tax expenses:</b>			
	a) Current tax		49.00	379.23
	b) Deferred tax		-	-
	<b>Total Tax expense for the year</b>		<b>49.00</b>	<b>379.23</b>
IX	<b>Profit / (Loss) for the year from continuing operations (VII-VIII)</b>		<b>(853.52)</b>	<b>(205.93)</b>
X	Profit/(Loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	<b>XI)</b>		-	-
XIII	<b>Profit/(loss) for the year (IX+XII)</b>		<b>(853.52)</b>	<b>(205.93)</b>
XIV	<b>Other Comprehensive Income (OCI)</b>			
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	<b>Total Comprehensive Income for the year (XIII+XIV) (Comprising Profit/(Loss) and Other Comprehensive Income for the year)</b>		<b>(853.52)</b>	<b>(205.93)</b>
XV	<b>Income for the year</b>			
XVI	Earnings (Rs.) per equity share (for continuing operation)	30		
	(1) Basic		(0.74)	(0.18)
	(2) Diluted		(0.74)	(0.18)
XVII	Earnings (Rs.) per equity share (for discontinued operation):			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earnings (Rs.) per equity share (for discontinued and continuing operations):	30		
	(1) Basic		(0.74)	(0.18)
	(2) Diluted		(0.74)	(0.18)

For Banshi S.Mehta & Co  
Chartered Accountants  
FRN: 100991W

*K. Rajalakshmi*

K. Rajalakshmi  
Partner  
M.No.219412



Place : Chennai  
Date : 18/09/2025

For and behalf of the board

*P. Vijayakumar Reddy*

*Harshad Reddy*

P. Vijayakumar Reddy Harshad Reddy  
Wholetime Director Director  
DIN: 01097295 DIN: 02364798

*G. Rajagopal*

G. Rajagopal  
Company Secretary  
M.No: A14319

**AAPEX POWER AND INDUSTRIES PRIVATE LIMITED**

**Standalone Cashflow Statement as at March 31, 2025**

(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

Particulars	For the Year Ended	
	31-Mar-25	31-Mar-24
<b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Profit/(Loss) before Tax as per Statement of Profit and Loss	(804.52)	173.31
<b>Adjustments for :</b>		
Depreciation and Amortisation expenses	46.72	32.43
Interest expense	1,042.99	259.98
Interest Income	(166.31)	(108.06)
<b>Operating Profit before working Capital changes</b>	<b>118.88</b>	<b>357.66</b>
<b>Changes in Working Capital</b>		
Increase/(Decrease) in Provisions	0.18	350.00
(Increase)/Decrease in Financial Assets	(49.86)	-
(Increase)/Decrease in Trade Receivables	0.24	-
(Increase)/Decrease in Current Assets	351.11	(167.91)
Increase/(Decrease) in Current Liabilities	(1.79)	7.39
Increase/(Decrease) in Financial & Non-Financial liabilities	1.78	(178.53)
<b>Cash Generated from operating activities</b>	<b>420.54</b>	<b>368.62</b>
Direct taxes paid	(443.60)	(350.00)
<b>Net Cash generated from Operating Activities</b>	<b>(23.06)</b>	<b>18.62</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets/CWIP & Investment Property	(18.86)	44.39
Purchase of Investments	(1,046.25)	(6,542.56)
Net Amounts Received / (Paid) as advances to subsidiaries		(120.16)
Interest & Dividend Received	166.31	108.06
<b>Net Cash generated from/ (used in) Investing Activities</b>	<b>(898.80)</b>	<b>(6,510.27)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest Expense	(1,042.99)	(259.98)
Repayment of Loan	733.67	8,063.13
<b>Net Cash generated from Financing Activities</b>	<b>(309.32)</b>	<b>7,803.15</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>(1,231.18)</b>	<b>1,311.49</b>
Cash and Cash Equivalents at the beginning of the year	2,628.41	1,316.92
<b>Net increase in cash and cash equivalents</b>	<b>(1,231.18)</b>	<b>1,311.49</b>
Cash and Cash Equivalents at the end of the period	<b>1,397.22</b>	<b>2,628.41</b>
<b>Components of cash and cash equivalents:</b>		
(a) Balance with banks - in current accounts	1,397.22	2,628.41
(b) Cash on hand	-	-
	<b>0.00</b>	<b>0.00</b>

For Bansi S, Mehta & Co  
Chartered Accountants  
FRN : 100991W

*Rajalakshmi*

K. Rajalakshmi  
Partner  
M.No. 219412



Place : Chennai  
Date : 18/09/2025

For and behalf of the board

*P. Vijayakumar Reddy*

P. Vijayakumar Reddy  
Wholetime Director  
DIN: 01097295

Harshad Reddy  
Director  
DIN: 02364798

*G. Rajagopal*

G. Rajagopal  
Company Secretary  
M.No. A14319

**AAPEX POWER AND INDUSTRIES PRIVATE LIMITED**

Notes to the Standalone Financial Statements for the year ended March 31, 2025

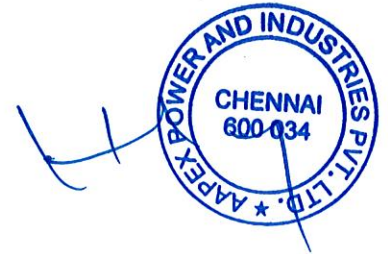
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

13	Equity Share Capital - Current reporting period	Amount (Rs.)
	Balance as at March 31, 2024	11,520.00
	Changes in Equity due to prior period errors	-
	Restated balance at the beginning of the current reporting period	-
	<b>Balance as at March 31, 2025</b>	<b>11,520.00</b>

**14 Other Equity**

Particulars	General Reserve	INDAS transisttion Reserve	Retained Earnings	Capital Reserve	Grand Total
Balance as at March 31, 2024 (A)	1,777.97	62.30	24,070.11	8.08	25,918.45
Changes in accounting policy or prior period errors	57.00	-	-	-	57.00
Restated balance at the beginning of the current reporting period	1,834.97	62.30	24,070.11	8.08	25,975.45
<b>Additions during the year:</b>					
Profit for the year	-	-	(853.52)	-	(853.52)
<b>Total Comprehensive Income for the year 2024-25 (B)</b>	<b>1,834.97</b>	<b>62.30</b>	<b>23,216.59</b>	<b>8.08</b>	<b>25,122</b>
<b>Reductions during the year</b>					
Dividend	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-
<b>Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Balance as at March 31, 2025 (D) = (A+B-C)</b>	<b>1,834.97</b>	<b>62.30</b>	<b>23,216.59</b>	<b>8.08</b>	<b>25,121.93</b>

Changes in accounting policy or prior period errors
Restated balance at the beginning of the current reporting period
<b>Additions during the year:</b>
Profit for the year
Deemed Equity - IND AS 109 Adjustment



AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

1 Property, Plant & Equipment :

Gross Block	Electrical Equipments	Furniture & Fixtures	Office Equipment	Vehicles	Grand Total
<b>Gross Block :</b>					
Balance as at 31st March 2024	0.52	104.25	50.07	988.66	1,143.50
Additions during the Year	-	-	-	-	-
Disposals during the Year	-	-	-	-	-
Balance as at 31st March 2025	0.52	104.25	50.07	988.66	1,143.50
<b>Accumulated Depreciation :</b>					
Balance as at 31st March 2024	0.49	89.61	40.03	705.18	835.32
Depreciation for the Year	-	1.16	1.23	38.26	40.66
Reversals for the Year	-	-	-	-	-
Balance as at 31st March 2025	0.49	90.77	41.27	743.44	875.98
<b>Net Block :</b>					
Balance as at 31st March 2024	0.03	14.64	10.04	283.48	308.18
Balance as at 31st March 2025	0.03	13.48	8.80	245.22	267.52

2 Capital Work in Progress :	31-Mar-25
Pre-operative Expenses	-
Others - If Any	-
Balance as at 31st March 2025	-

3 Investment Property :

Gross Block	Land & Buildings	Land	Grand Total
<b>Gross Block :</b>			
Balance as at 31st March 2024	74.35	3.52	77.87
Additions during the Quarter	24.76	-	24.76
Disposals during the Quarter	-	-	-
Balance as at 31st March 2025	99.11	3.52	102.63
<b>Accumulated Depreciation :</b>			
Balance as at 31st March 2024	21.19	-	21.19
Depreciation for the Year	5.90	-	5.90
Reversals for the Year	-	-	-
Balance as at 31st March 2025	27.09	-	27.09
<b>Net Block :</b>			
Balance as at 31st March 2024	53.16	3.52	56.68
Balance as at 31st March 2025	72.02	3.52	75.54

4 Intangible Assets :

Gross Block	Intangible Assets
<b>Gross Block :</b>	
Balance as at 31st March 2024	0.40
Additions during the Quarter	-
Disposals during the Quarter	-
Balance as at 31st March 2025	0.40
<b>Accumulated Depreciation :</b>	
Balance as at 31st March 2024	-
Depreciation for the Year	0.16
Reversals for the Year	-
Balance as at 31st March 2025	0.16
<b>Net Block :</b>	
Balance as at 31st March 2024	0.40
Balance as at 31st March 2025	0.24



**AAPEX POWER AND INDUSTRIES PRIVATE LIMITED**
**Notes to the Standalone Financial Statements for the year ended March 31, 2025**
*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

Note No	Particulars	For the Year ended	
		31-Mar-25	31-Mar-24
5	<b>Non - Current Investments</b>		
	(i) Investment in Subsidiaries	41,334.40	41,344.39
	(ii) Investment in Shares of Other Body Corporates	234.89	159.89
	(iii) Investment in Mutual Fund	1,798.01	816.77
	(iv) Investment in Equity Instruments	199.30	199.30
	<b>Total</b>	<b>43,566.60</b>	<b>42,520.35</b>

Note No	Particulars	For the Year ended	
		31-Mar-25	31-Mar-24
6	<b>Non - Current Financial Assets - Others</b>		
	<b>Total</b>	-	-

Note No	Particulars	For the Year ended	
		31-Mar-25	31-Mar-24
7	<b>Trade Receivables</b>		
	(i) Considered Good, Secured	1.72	1.96
	(ii) Considered Good, Unsecured	-	-
	(iii) Significant increase in Credit risk	-	-
	(iv) Credit Impaired	-	-
	<b>Total</b>	<b>1.72</b>	<b>1.96</b>

**As on Mar-31-2025**

Ageing Schedule : (date of invoice)	Less than 6 Months	6 Months - 1 Year	1 Year- 3 Years	More Than 3 Years	Total
(i) Considered Good, Secured	1.72	-	-	-	1.72
(ii) Considered Good, Unsecured	-	-	-	-	-
(iii) Significant increase in Credit risk	-	-	-	-	-
(iv) Credit Impaired	-	-	-	-	-

Note No	Particulars	For the Quarter ended	
		31-Mar-25	31-Mar-24
8	<b>Other Non Current Assets</b>		
	<b>Total</b>	-	-

Note No	Particulars	For the Year ended	
		31-Mar-25	31-Mar-24
9	<b>Cash and Cash Equivalents</b>		
	a) Balances with banks in Current Account	84.27	55.87
	b) Cash on Hand	-	-
	<b>Total</b>	<b>84.27</b>	<b>55.86</b>

Note No	Particulars	For the Year ended	
		31-Mar-25	31-Mar-24
10	<b>Bank balances other than above (8)</b>		
	a) Deposits with original maturity of more than 3 months but maturing within 12 months of the reporting date	1,312.95	2,572.54
	<b>Total</b>	<b>1,312.95</b>	<b>2,572.54</b>

Note No	Particulars	For the Year ended	
		31-Mar-25	31-Mar-24
11	<b>Other Financial Assets</b>		
	a) Security Deposits	11.22	11.22
	b) Interest Accrued but not due	54.31	14.46
	c) Dividend Receivable	17.08	5.02
	<b>Total</b>	<b>82.61</b>	<b>30.69</b>

Note No	Particulars	For the Year ended	
		31-Mar-25	31-Mar-24
12	<b>Other Current Assets</b>		
	a) Advance to Suppliers	391.21	585.14
	b) Capital Advances	45.00	45.00
	c) Advanced Income Tax	10.00	154.79
	d) Prepaid Expenses	-	12.38
	<b>Total</b>	<b>446.21</b>	<b>797.32</b>



**AAPEX POWER AND INDUSTRIES PRIVATE LIMITED**  
**Notes to the Standalone Financial Statements for the year ended March 31, 2025**  
*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

13	Equity Share Capital	As on Mar'31 2025		As on Mar'31 2024	
		No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
a)	<b>Authorised Share capital :</b> 13,59,10,000 fully paid equity shares of Re.10 each	1,359.10	13,591.00	1,359.10	13,591.00
	<b>Issued and subscribed capital comprises :</b> 11,52,00,000 @ Rs.10 each Less : Calls in Arrears	1,152.00	11,520.00	1,152.00	11,520.00
	<b>Total</b>	<b>1,152.00</b>	<b>11,520.00</b>	<b>1,152.00</b>	<b>11,520.00</b>

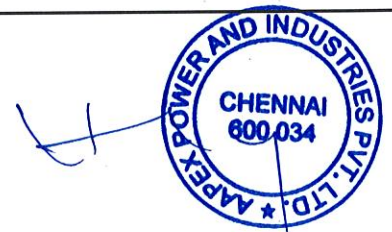
b)	Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the Period:	As on Mar'31 2025		As on Mar'31 2024	
		No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
	Balance at the beginning of the reporting year	1,152.00	11,520.00	1,152.00	11,520.00
	Add : Shares issued during the year	-	-	-	-
	Less : Shares bought back/Any Changes	-	-	-	-
	<b>Balance at the end of the reporting period</b>	<b>1,152.00</b>	<b>11,520.00</b>	<b>1,152.00</b>	<b>11,520.00</b>

c)	Rights, preferences and restrictions attached to the equity shares:	<p>The Company has only one class of shares referred to as equity shares having a face value of ₹ 10/- each. Each holder of equity share is eligible for one vote per share held. In the event of liquidation, the holders of equity shares will be entitled to receive the remaining assets of the Company in proportion to the number of equity shares held by the shareholders. The dividend proposed by the Board of Directors is subject to the approval of shareholders at the ensuing Annual General Meeting.</p>			
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d)	List of shareholders holding more than 5% of total shares issued by the Company	As on Mar'31 2025		As on Mar'31 2024	
		No. of Shares	% of Holding	No. of Shares	% of Holding
	P. Vijayakumar Reddy	5,67,23,060	49.24%	5,68,13,280	49.32%
	Preetha Reddy	5,76,00,000	50.00%	5,76,00,000	50.00%
	<b>Total</b>	<b>11,43,23,060</b>	<b>99.24%</b>	<b>11,44,13,280</b>	<b>99.32%</b>

15	Non Current - Other Financial Liabilities	For the Year ended	
		31-Mar-25	31-Mar-24
	a) Borrowings - Secured	127.86	160.79
	b) Borrowings - Unsecured	8,994.81	8,228.20
	c) Security Deposits	-	-
	<b>Total</b>	<b>9,122.66</b>	<b>8,388.99</b>

16	Other - Non Current Liabilities	For the Year ended	
		31-Mar-25	31-Mar-24
	Others :	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>



**AAPEX POWER AND INDUSTRIES PRIVATE LIMITED**

Notes to the Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

17	Provision - Non Current	For the Year ended	
		31-Mar-25	31-Mar-24
	i) Provisions - for employee benefits		
	a) Gratuity - Non Current	-	-
	b) Ex-gratia & LTA -Non Current	-	-
	c) Leave Encashment - Non Current	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

18	Trade Payables	For the Year ended	
		31-Mar-25	31-Mar-24
	a) Dues to micro and small enterprises	-	-
	b) Dues to creditors other than micro and small enterprises	1.90	0.12
	<b>Total</b>	<b>1.90</b>	<b>0.12</b>

As on Mar-31-2025

Ageing Schedule : (date of invoice)	Less than 6 Months	6 Months - 1 Year	1 Year- 3 Years	More Than 3 Years	Total
(ii) Others	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

19	Current - Other Financial Liabilities	For the Year ended	
		31-Mar-25	31-Mar-24
	<b>Total</b>	<b>-</b>	<b>-</b>

20	Other Current Liabilities	For the Year ended	
		31-Mar-25	31-Mar-24
	Others :		
	(i) Statutory Dues Payable	30.11	26.79
	(ii) Outstanding Expenses	3.26	8.38
	(iii) Advance from Customers	7.43	7.43
	<b>Total</b>	<b>40.80</b>	<b>42.59</b>

21	Provision - Current	For the Year ended	
		31-Mar-25	31-Mar-24
	i) Provisions - for employee benefits		
	a) Gratuity	-	-
	b) Ex-gratia & LTA	-	-
	c) Leave Encashment	0.18	-
	<b>Total</b>	<b>0.18</b>	<b>-</b>

22	Current Tax Liabilities	For the Year ended	
		31-Mar-25	31-Mar-24
	a) Provision for Income Tax (Net)	30.20	473.80
	<b>Total</b>	<b>30.20</b>	<b>473.80</b>



**AAPEX POWER AND INDUSTRIES PRIVATE LIMITED**
**Notes to the Standalone Financial Statements for the year ended March 31, 2025**
*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

Note No	Particulars	For the Year Ended	
		31-Mar-25	31-Mar-24
<b>23</b>	<b>Revenue from Operation</b>		
a)	<b>Operating Revenue</b>	-	-
b)	Other Operating Revenues		
	i) Rental income from Investment Property	26.14	17.47
	<b>Total</b>	<b>26.14</b>	<b>17.47</b>
<b>24</b>	<b>Other Income</b>		
a)	<b>Interest Income</b>		
	(i) Interest Income from Bank Deposits	142.79	91.96
	(ii) Interest Income from Investments	6.42	-
	(iii) Dividend Income from Investments	15.66	16.10
	(iv) Interest on Loan	1.44	26.53
	Sub Total	<b>166.31</b>	<b>134.59</b>
b)	<b>Other Non-Operating Income</b>		
	(i) Profit on Sale of Investment	200.47	665.62
	(ii) Profit on Sale of Assets	-	22.26
	(iii) Fair Valuation of Investment in Mutual Funds & Others	223.09	-
	(iv) Miscellaneous Income	0.60	-
	Sub Total	<b>424.15</b>	<b>687.88</b>
	<b>Total</b>	<b>590.46</b>	<b>822.47</b>
<b>25</b>	<b>Employee benefits expense</b>		
	a) Salary and Wages	139.14	127.33
	b) Contribution to Provident and other funds	0.01	-
	c) Staff Welfare expenses	6.06	3.40
	d) Leave Travel expenses	0.62	-
	e) Ex-Gratia, LTA & Leave Encashment	0.71	-
	<b>Total</b>	<b>146.55</b>	<b>130.73</b>
<b>26</b>	<b>Finance Cost</b>		
	(i) Interest On Bank Loan	10.28	12.61
	(ii) Interest on Inter-Company Loans	1,032.71	228.20
	(iii) Interest (Others)	-	19.18
	<b>Total</b>	<b>1,042.99</b>	<b>259.98</b>

27	Administrative & Other expenses		
a)	Audit Fees	4.81	3.74
b)	Bank Charges	0.05	0.03
c)	Subscription & Membership Fees	5.81	4.79
d)	Business Promotion Expenses	-	2.26
e)	Legal & Professional Fees	5.63	47.39
f)	Rates & Taxes	3.80	32.73
g)	Electricity Charges	0.31	1.13
h)	Miscellaneous Expenses	0.92	-0.00
i)	Insurance	4.31	4.40
j)	Loss on Sale of Investments	17.40	76.35
k)	Printing and Stationary	0.03	0.01
l)	Postage & Courier Expenses	0.00	-
m)	Brokerage & Commission	-	0.41
n)	Rent	11.86	29.18
o)	Repairs & Maintenance	0.77	0.01
p)	Management Fees	34.91	-
q)	Telephone Charges	0.80	0.78
r)	Travelling & Conveyance Expenses	74.49	34.57
s)	Repairs & Maintenance - Vehicles	18.97	5.70
	<b>Total</b>	<b>184.86</b>	<b>243.49</b>
<p><b>*Remuneration to Auditors includes</b></p> <p>(i) Audit</p> <p>(ii) Limited Review</p> <p>(iii) Taxation</p> <p>(iv) Certification</p>			
28	Tax Expenses :		
a)	Current Tax	49.00	350.00
b)	Prior Period Tax	-	29.23
	<b>Total</b>	<b>49.00</b>	<b>379.23</b>

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**AAPEX POWER AND INDUSTRIES PRIVATE LIMITED****Notes to the Standalone Financial Statements for the year ended March 31, 2025***(All amounts are in Indian Rupees in Lakhs unless otherwise stated)***29 Related party transactions**

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

**29.1 Trading transactions**

The company does not have any trading transactions with its related parties.

**29.2 Other Transactions with Related parties & their relationship:**

In accordance with the requirement of Indian Accounting Standard (Ind AS) 24, "Related Party Disclosure", following disclosures have been made:

A.	Particulars	Relationship
	PPN POWER GENERATING COMPANY PRIVATE LIMITED	Subsidiary Company

**B. Key Managerial Personnel**

POTTIPATI VIJAYAKUMAR REDDY	Whole-Time Director
KARTHIK ANAND REDDY	Non-executive Director
HARSHAD REDDY	Non-executive Director
GENGAMA NAIDU RAJAGOPAL	Company Secretary

C. Persons who have significant influence where control exists :	NA
D. Entities over which related party has significant influence :	NA
E. Entities over which relative of related party has significant influen	NA

Transactions between the Company and its Holding Company and directors, which are related parties of the Company, are disclosed below.

F. Particulars	31-Mar-25	31-Mar-24
<b>Receipt of Loan</b>		
PPN Power Generating Pvt Ltd	766.61	8,228.20
<b>Interest Paid</b>		
Interest on Loan paid to PPN Power Generating Pvt Ltd	1,032.71	-
<b>Remuneration Paid</b>		
POTTIPATI VIJAYAKUMAR REDDY	66.00	38.50

**G. Balances receivable from/payable to related parties as on 31st March 2025 are as follows:**

Particulars	31-Mar-25	31-Mar-24
<b>Receivables</b>		
Rent receivable from PPN Power	1.72	-
<b>Pavables</b>		
Loan from PPN Power Generating Pvt Ltd	8,994.81	8,228.20

**H. Other Transactions during the period:**

Particulars	31-Mar-25	31-Mar-24
<b>Sitting fees</b>		
Nil	-	-



**AAPEX POWER AND INDUSTRIES PRIVATE LIMITED**  
**Notes to the Standalone Financial Statements for the year ended March 31, 2025**  
*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

<b>30 Earning Per Share</b>		<b>31-Mar-25</b>	<b>31-Mar-24</b>
<b>Note No</b>	<b>Particulars</b>	<b>(Audited)</b>	<b>(Audited)</b>
	<u>Computation of Earning Per Share :</u>		
	The numerators and denominators used to calculate the basic and diluted EPS are as follows :		
	Net Profit Attributable to shareholders for basic earning per share/diluted earnings per share (Rs. in Lakhs)	(853.52)	(205.93)
	<b>Weighted average number of shares for basic and diluted earnings per share (Rs. in Lakhs)</b>	1,152.00	1,152.00
	<b>Face Value per share (Rs.)</b>	10.00	10.00
	<b>Basic and Diluted Earning per Share (Rs.)</b>	<b>(0.74)</b>	<b>(0.18)</b>

**31 Contingent Liability**

The Company does not have any contingent liability as at March 31, 2025 and March 31, 2024.

**32 Micro, Small and Medium enterprises**

Information as required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is given

<b>Particulars</b>	<b>31-Mar-25</b>	<b>31-Mar-24</b>
	<b>(Audited)</b>	<b>(Audited)</b>
a) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act, 2006		
Principal amount due	-	-
Interest due on above	-	-
b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with amounts of payment made to supplier beyond the appointed day during each accounting year.	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
d) the amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
e) The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the section 23 of the MSMED Act, 2006.	-	-

**33 CSR Expense**

The Company does not have any CSR requirement as at March 31, 2025 and March 31, 2024.

**34 Undisclosed Income**

There are no transactions in nature of Undisclosed Income during the financial years ended March 31, 2025 and March 31, 2024.

**35 Borrowing from bank or financial institutions**

The bank borrowing as an outstanding balance of Rs. 9.12 Crores as on March '31 2025.

**36 Loans and advances to related parties**

There are no Loans or Advances in the nature of loans that have been granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are:

- (a) repayable on demand or
- (b) without specifying any terms or period of repayment.

**37 Wilful Defaulter**

None of the companies in the Group has been declared as a wilful defaulter by any bank or financial Institution or other lenders.

**38 Undisclosed Income**

There are no transactions in nature of Undisclosed Income during the financial years ended March 31, 2025.

**39 Capital management**

The Company adheres to a cautious capital management that seeks to trigger growth creation and maximization of shareholders' value. For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the shareholders of the Company. The Company has been funding its growth and working capital requirements completely through internal accruals and did not have any debt.

**40 Events after reporting date**

The Group has evaluated subsequent events from the balance sheet date through the date on which the financial statements were authorised for issue, and determined that there are no items to disclose.

**41 Previous year balances**

Previous year figures have been regrouped/reclassified wherever necessary to correspond with current year's classification/disclosure. Such restatement does not have any material effect on the information in the balance sheet at the beginning of the preceding period.



## AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2025

### Note : 42 Standalone Accounting Policy

#### 1. General Information

Aapex Power and Industries Private Limited ("the Company") was incorporated in 1996 and is engaged in infrastructure development, investment activities, and financial services.

#### Summary of Significant Accounting Policies, Key Accounting Estimates and Judgement

##### Overall Consideration

The Financial Statements have been prepared using the significant accounting policies and measurement bases summarized below. These were used throughout all periods presented in the Financial Statements, except where a new accounting standard is initially adopted or revision to an existing accounting standard, requires a change in the accounting policy hitherto in use.

##### Basis of preparation

The Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015, as amended] and other relevant provisions of the Act. The financial statements have been prepared on the historical cost convention under accrual basis of accounting except for certain financial assets and liabilities (as per the accounting policy below), which have been measured at fair value.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

##### Current and Non-Current Classification

The presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current. A liability is treated as current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The has identified twelve months as its operating cycle. Deferred tax assets and liabilities are classified as non-current assets and liabilities.



## Revenue

Revenue is recognised at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services to a customer. Revenue from Implementation of solar power projects is recognized only when the project is successfully completed.

## Property, Plant and Equipment

### *Recognition and Initial Measurement*

Freehold land is carried at historical cost and all other items of Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation and impairment, if any. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

### *Depreciation*

Depreciation on Property, Plant and Equipment is provided on Straight Line basis computed on the basis of useful lives (as set out below) which is generally as per the useful life prescribed in Schedule II of the Act:

Asset Category	Estimated Useful life (Years)
Factory Building	30
Building (Other than factory buildings)	60
Computers	3
Furniture and Fittings	10
Other Equipment	6 - 15
Vehicles	8 - 10

### *De-recognition*

An item of Property, Plant and Equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gains and losses on disposals are determined by comparing proceeds with carrying amount and recognized in the Statement of the Profit and Loss.

## Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost including transaction costs. Subsequent to initial recognition, investment properties are measured at cost less accumulated depreciation over useful life of the asset and impairment losses, if any. Though, the measures investment property using cost-based measurement, the fair value of investment property is disclosed in Notes.

## Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognized on a straight-line basis over their estimated useful lives. The estimated useful life is reviewed annually with the effect of any changes in estimate being accounted for on a prospective basis.

### *Useful lives of intangible assets*

Intangible assets are amortised equally over the estimated useful life not exceeding five years.

### *De-recognition*

An item of intangible asset is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of intangible assets is determined as the difference between the sales proceeds, if any, and the carrying amount of the asset and is recognised in the statement of profit and loss.



## Impairment of Property, Plant and Equipment, Investment Property and Intangible Assets

The annually reviews the carrying amounts of its property, plant and equipment, investment property and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss.

## Impairment of Non-financial assets

At each reporting date, the assesses whether there is any indication based on any internal or external factors that an asset may be impaired. If any such indications exists, the estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as impairment loss and is recognized in the Statement of Profit and Loss. All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. An impairment loss is reversed if the assets' or cash generating unit's recoverable amount exceeds its carrying amount.

## Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

## Financial Instruments

### (i) Initial recognition and measurement

Trade receivables and unbilled revenue are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

### (ii) Classification and subsequent measurement

#### Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through OCI (FVOCI) – debt investment;
- FVOCI – equity investment; or
- FVTPL



A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets;
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the may irrevocably elect to present subsequent changes in the investments fair value in OCI (designated as FVOCI - equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL : These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the statement of profit and loss.

Financial assets at amortised cost : These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in statement of profit and loss. Any gain or loss on derecognition is recognised in the statement of profit and loss.

Debt investments at FVOCI : These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to statement of profit and loss.

Equity investments at FVOCI : These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to statement of profit and loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in statement of profit and loss.

### (iii) Derecognition

Financial assets

The derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred, or in which the neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.



## Financial liabilities

The derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

### (iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## Impairment of Financial Assets

In accordance with Ind AS 109, the applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the in accordance with the contract and all the cash flows that the expects to receive. When estimating the cash flows, the is required to consider-

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

## Other Financial Assets

For recognition of impairment loss on other financial assets and risk exposure, the determines whether there has been a significant increase in the credit risk since the initial recognition and if credit risk has increased significantly, impairment loss is provided.

## Taxes on Income

Tax expense recognized in Statement of Profit and Loss comprises of current and deferred tax not recognized in Other Comprehensive Income (OCI) or directly in equity.

Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Current income tax relating to items recognized outside the Statement of Profit and Loss is recognized outside Statement of Profit and Loss (either in OCI or in equity).

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements .Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the

Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

## Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the are segregated based on the available information.

## Cash and Cash Equivalents

Cash and Cash equivalents comprise cash in hand, demand deposits with banks or corporations and short term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amounts of cash and are subject to an insignificant risk of change in value.



### Events after reporting period

Where events occurring after the Balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Financial Statements. Otherwise, events after the Balance Sheet date of material size of nature are only disclosed.

### Post-Employment, long-term and short-term employee benefits

#### Defined Contribution Plans

Provident Fund benefits is a defined contribution plan under which the Company pays fixed contribution into funds established under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952. The has no legal or constructive obligations to pay further contributions after the payment of the fixed contribution.

#### Defined benefit plans

Gratuity is a post-employment benefit defined under the Payment of Gratuity Act, 1972 and is in the nature of a defined plan. There is no liability requirement to be recognized as per the provisions of the act.

#### Short-term employee benefits

Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

### Provisions, Contingent Liabilities and Contingent Assets

#### Provision

A provision is recorded when the has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expenses.

#### Contingent Liabilities

Wherever there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because:

- (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- (b) the amount of the obligation cannot be measured with sufficient reliability.

Contingent assets are neither recognized nor disclosed.

#### Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to the equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the periods.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### Functional and presentation currency and Foreign Currency Transactions

Items included in the Financial Statements of the are measured using the currency of the primary economic environment in which these entities operate (i.e. the "functional currency"). The Financial Statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the .

In preparing the financial statements of the , transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.



In preparing the financial statements of the , transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

#### Use of Estimates


The preparation of Financial Statements requires management to make certain estimates and assumptions that affect the amounts reported in the Financial Statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from these estimates.

#### Significant Estimations and Judgments

The areas involving critical estimates or judgments are:

- **Estimation of fair value of financial assets and liabilities-** Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instruments. The management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.
- **Estimation of useful lives of depreciable/amortisable assets-** Management reviews its estimate of the useful life of the depreciable/amortisable asset at the end of each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence.
- **Recoverability of advances-** At each balance sheet, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding advances.
- **Recognition of deferred tax assets-** The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.
- **Evaluation of indicators for impairment of assets-** The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

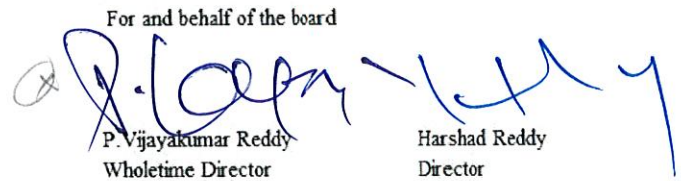
For Bansi S.Mehta & Co  
Chartered Accountants  
FRN : 100991W

  
K.Rajalakshmi  
Partner  
M.No.219412




Place : Chennai  
Date : 18/09/2025

For and behalf of the board

  
P. Vijayakumar Reddy  
Wholetime Director  
DIN: 01097295

Harshad Reddy  
Director  
DIN: 02364798

  
G.Rajagopal  
Company Secretary  
M.No.A14319

**PPN Power Generating Company Private Limited**  
**Balance Sheet as at 31st March 2025**

Particulars	Note No	As at	As at
		31st March, 2025 Rs. In lakhs	31st March, 2024 Rs. In lakhs
<b>ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, Plant and Equipment	1	3,766.96	4,129.39
(b) Right of Use Asset	2	110.80	124.63
(c) Capital work-in-progress	1(a)	-	71.86
(d) Financial Assets			
(i) Investments	3 (a)	-	-
(ii) Other Financial Assets	3 (b)	147.75	12.28
(e) Non-Current Tax Assets (Net)	4	136.16	96.19
(f) Deferred Tax Asset (Net)	33(b)	-	-
(g) Long-term loans and advances	3(f)	8,994.81	-
(g) Other non-current assets	5	925.00	1,155.00
<b>Total</b>		<b>14,081.48</b>	<b>5,589.35</b>
<b>2 Current assets</b>			
(a) Inventories	6	4,257.38	10,888.54
(b) Financial Assets			
(i) Investments	3 (a)	7,275.42	6,137.19
(ii) Trade receivables	3(c)	1,047.09	2,213.72
(iii) Cash and cash equivalents	3 (d)	404.34	9.99
(iv) Bank balances other than above	3 (e)	955.87	898.38
(v) Short-term loans and advances	3 (f)	-	8,228.20
(vi) Other financial assets	3 (g)	171.59	171.34
(c) Other current assets	7	545.16	584.29
<b>Total</b>		<b>14,656.85</b>	<b>29,131.65</b>
<b>TOTAL ASSETS</b>		<b>28,738.33</b>	<b>34,721.00</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	8	49,020.00	49,020.00
(b) Other Equity	9	(22,726.33)	(17,307.50)
<b>Total</b>		<b>26,293.67</b>	<b>31,712.50</b>
<b>LIABILITIES</b>			
<b>1 Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	10 (a)	108.80	163.20
(ia) Lease liabilities	10(b)	42.97	39.18
(b) Provisions	13	335.87	385.55
<b>Total</b>		<b>487.64</b>	<b>587.93</b>
<b>2 Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	10 (a)	55.12	519.75
(ia) Lease liabilities	10(b)	31.37	39.62
(ii) Trade Payables	11 (a)		
(A) Total outstanding dues of micro enterprises and small enterprises		59.08	94.87
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,398.06	1,384.80
(iii) Other financial liabilities	11 (b)	-	29.57
(b) Other current liabilities	12	89.59	109.42
(c) Provisions	13	323.80	242.54
(d) Current Tax Liabilities (Net)	14	-	-
<b>Total</b>		<b>1,957.02</b>	<b>2,420.57</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>28,738.33</b>	<b>34,721.00</b>

Corporate information and Material accounting policies

A1 to A3

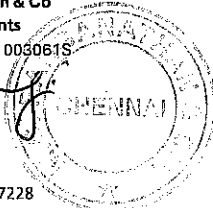
The accompanying notes are an integral part of these Financial Statements

As per our report of even date attached

**For M C Ranganathan & Co**  
**Chartered Accountants**

Firm Registration No: 0050615

**Mathangi S V**  
 Partner  
 Membership No. 207228



**For and on behalf of Board of Directors of**  
**PPN Power Generating Company Private Limited**

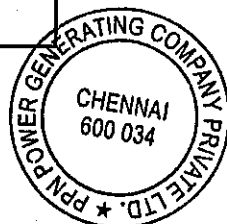
**Preetha Reddy**  
 Chairperson  
 DIN:00001871

**Harshad Reddy**  
 Managing Director  
 DIN:02364798

**A. Sudheer Reddy**  
 Chief Financial Officer

**Kirti Bafna**  
 Company Secretary  
 M.No:A44870

Place: Chennai  
 Date: 08-09-2025



**PPN Power Generating Company Private Limited**  
**Statement of Profit and Loss for the year ended 31st March 2025**

Particulars	Note No	For the year ended 31st March, 2025 Rs. In Lakhs	For the year ended 31st March, 2024 Rs. In Lakhs
<b>I. Income</b>			
(a) Revenue from Operations	15	-	-
(b) Other Income	16	1,902.99	1,192.15
<b>Total Income</b>		<b>1,902.99</b>	<b>1,192.15</b>
<b>II. Expenses</b>			
(a) Cost of Raw Materials Consumed	17	31.10	43.50
(b) Employee Benefits Expense	18	3,019.37	2,926.53
(c) Finance Costs	19	100.99	209.18
(d) Depreciation and Amortization Expense	1	494.90	2,473.76
(e) Other Expenses	20	3,711.12	4,570.30
<b>Total Expenses</b>		<b>7,357.48</b>	<b>10,223.27</b>
<b>III. Profit/(Loss) Before Tax for the Year (I-II)</b>		<b>(5,454.49)</b>	<b>(9,031.12)</b>
<b>IV. Tax Expense</b>			
(a) Current Tax		-	-
(b) Deferred Tax/(Benefit)	33	-	9,677.54
(c) Tax of Earlier Years	33	4.93	-
<b>V. Profit/(Loss) After Tax for the Year (III - IV)</b>		<b>(5,459.42)</b>	<b>(18,708.66)</b>
<b>VI Other Comprehensive Income for the year</b>			
Items that will not be reclassified to Profit & Loss A/c			
Employee Benefits (Gain)/Loss		40.59	(65.98)
Deferred Tax/(Benefit)	33	-	-
<b>Total other comprehensive income (Net of tax)</b>		<b>40.59</b>	<b>(65.98)</b>
<b>Total Comprehensive Income for the year (V- VI)</b>		<b>(5,418.83)</b>	<b>(18,642.68)</b>
<b>Earnings Per Share (Basic and Diluted)</b> ( Face Value Rs.100 Per Share)	32	<b>(11.14)</b>	<b>(38.17)</b>

Corporate Information and Material accounting policies

A1 to A3

The accompanying notes are an integral part of these Financial Statements

For M C Ranganathan & Co

For and on behalf of Board of Directors of  
PPN Power Generating Company Private Limited

Chartered Accountants

Firm Registration No: 0030615

Mathangi S V

Partner

Membership No. 207228

Preetha Reddy

Chairperson

DIN:00001871

Harshad Reddy

Managing Director

DIN:02364798

A.Sudheer Reddy

Chief Financial Officer

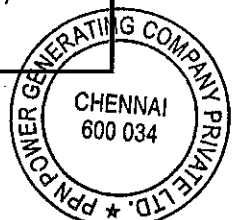
Kirti Bafna

Company Secretary

M.No:A44870

Place: Chennai

Date: 08-09-2025



PPN Power Generating Company Private Limited  
Statement Of Changes in Equity for the year ended 31st March 2025

A Equity Share Capital (Refer Note 8)

All amounts are in Lakhs

(i) Current Reporting period

Particulars	Balance in the beginning of current reporting period	Change in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Change in Equity share capital during the current year	Balance at the end of the current reporting period
Equity Share Capital	49,020	-	49,020	-	49,020

(ii) Previous Reporting period

Particulars	Balance in the beginning of previous reporting period	Change in Equity share capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Change in Equity share capital during the previous year	Balance at the end of the previous reporting period
Equity Share Capital	49,020	-	49,020	-	49,020

B Other Equity (Refer Note 9)

Particulars	General Reserve	Retained Earnings	Total Other Equity
Balance as on 31st Mar'23	6,412.72	(5,077.54)	1,335.18
Add: Profit/(loss) for the year ended 31st Mar'24	-	(18,708.66)	(18,708.66)
Changes in Accounting Policy or Prior Period errors	-	-	-
Add: Remeasurement of Net defined benefit liability/Asset(Net of Taxes)	-	65.98	65.98
Balance as on 31st Mar'24	6,412.72	(23,720.22)	(17,307.50)
Add: Profit/(loss) for the year ended 31st Mar'24	-	(5,459.42)	(5,459.42)
Changes in Accounting Policy or Prior Period errors	-	-	-
Add: Remeasurement of Net defined benefit liability/Asset(Net of Taxes)	-	40.59	40.59
Balance as on 31st Mar'25	6,412.72	(29,139.05)	(22,726.33)

Corporate Information and Material accounting policies

The accompanying notes are an integral part of these Financial Statements

As per our report of even date attached

For M C Ranganathan & Co

Chartered Accountants

Firm Registration No:0030615

Mathangi S V

Partner

Membership No. 207228

Place: Chennai

Date: 08-09-2025

A1 to A3

For and on behalf of Board of Directors of  
PPN Power Generating Company Private Limited

Preetha Reddy

Chairperson

DIN:00001871

A. Sudheer Reddy

Chief Financial Officer

Harshad Reddy

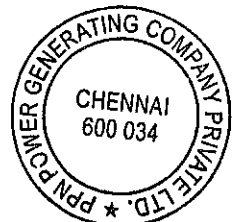
Managing Director

DIN: 02364798

Kirti Bafna

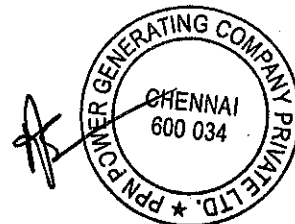
Company Secretary

M.No:A44870



**PPN Power Generating Company Private Limited**  
**Statement of Cash Flows for the Year Ended 31 March 2025**

Particulars	For the Year Ended 31st March, 2025 Rs. In lakhs	For the Year Ended 31st March, 2024 Rs. In lakhs
<b>A. Cash Flow from Operating Activities</b>		
Profit Before Tax	(5,454.49)	(9,031.12)
<i>Adjustments for:</i>		
Depreciation	494.90	2,473.76
Interest on deposit with banks	(73.34)	(59.09)
Finance Costs (shown separately)	100.99	209.18
Reversal provision for doubtful advance	-	(100.00)
Reversal of excess provision on inventory	(144.84)	(240.71)
Security Deposit written off	-	27.57
Interest received from holding company shown separately	(1,032.71)	(228.20)
Cost adjusted to Other comprehensive income	40.59	65.98
Profit on Sale/Fair Value of Current Investments	(316.63)	(737.47)
<b>Operating Profit before Working Capital/Other Changes</b>	<b>(6,385.53)</b>	<b>(7,620.10)</b>
<b>Changes in working Capital -Decrease/ (increase)</b>		
<u>Assets: Decrease/ (increase)</u>		
Inventories	6,776.00	1,311.75
Trade Receivables	1,166.63	9,122.15
Non current Loans and Advances	-	-
Balance with custom authorities	-	16.90
Other financial assets	(135.73)	688.89
Other assets	39.13	88.22
<u>Liabilities: (Decrease)/ increase</u>		
Trade payables (current)	(22.52)	561.81
Other financial Liabilities(current)	(29.57)	-
Other Current Liabilities	(19.83)	14.72
Provisions	31.58	(58.10)
<b>Cash Generated from Operations</b>	<b>1,420.16</b>	<b>4,126.24</b>
Add/(Less):		
Direct Taxes refund received / (paid)-net	(39.97)	578.19
<b>Net Cash From Operating Activities (A)</b>	<b>1,380.19</b>	<b>4,704.43</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(80.00)	(348.55)
Decrease /(increase) in Capital Work- in- Progress	71.86	(42.29)
Interest received from deposit with banks	73.34	59.09
Margin money deposit and Fixed deposits	(57.49)	(734.94)
Proceeds from Sale of Current Investments	12,292.92	19,602.97
Purchase of Current Investments	(13,000.14)	(14,761.97)
Loan given to holding company	(766.61)	(8,228.20)
Interest received from holding company	1,032.71	228.20
Dividend and interest received	98.21	31.17
<b>Net Cash (Used in) / from Investing Activities (B)</b>	<b>(335.20)</b>	<b>(4,194.52)</b>



**PPN Power Generating Company Private Limited**  
**Statement of Cash Flows for the Year Ended 31 March 2025**

Particulars	For the Year Ended	For the Year Ended
	31st March, 2025 Rs. In lakhs	31st March, 2024 Rs. In lakhs
<b>C. Cash Flow from Financing Activities</b>		
Long Term Borrowings (Net)	(54.40)	229.06
Lease Charges paid ( Net)	(49.33)	(38.17)
Short Term Borrowings (Net)	(464.63)	(775.87)
Interest and Finance Charges Paid	(82.28)	(191.91)
<b>Net Cash (Used In) Financing Activities (C)</b>	<b>(650.64)</b>	<b>(776.89)</b>
<b>Net Increase in Cash and Cash Equivalents (A) + (B) + (C)</b>	<b>394.35</b>	<b>(266.97)</b>
Cash and Cash Equivalents as at the Beginning of the Year	9.99	276.96
<b>Cash and Cash Equivalents as at the End of the Year (Refer Note 3 (d))</b> (Refer to note 10(a)(b) Net Debt Reconciliation Statement)	<b>404.34</b>	<b>9.99</b>

The accompanying notes are an integral part of these Financial Statements

As per our report of even date attached

**For M C Ranganathan & Co**  
**Chartered Accountants**

Firm Regn. No: 0039905/S200018



**Mathangi S V**

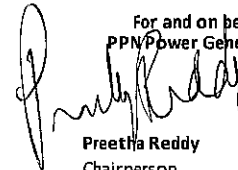
Partner

Membership No: 207228

Place: Chennai

Date: 08-09-2025

For and on behalf of Board of Directors of  
**PPN Power Generating Company Private Limited**



**Preetha Reddy**  
 Chairperson  
 DIN:00001871



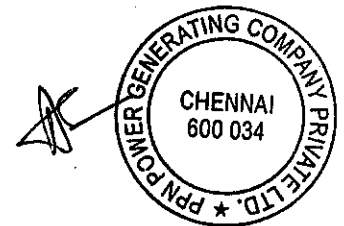
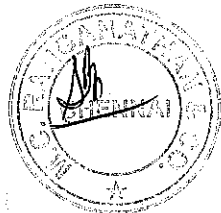
**Harshad Reddy**  
 Managing Director  
 DIN:02364798



**A. Sudheer Reddy**  
 Chief Financial Officer



**Kirti Bafna**  
 Company Secretary  
 M.No:A44870



# PPN POWER GENERATING COMPANY PRIVATE LIMITED

## Notes to the financial statements for the year ended 31 March 2025

### A1. Corporate information

PPN Power Generating Company Private Limited ('PPN' or 'the company') was incorporated on 5<sup>th</sup> May 1994 with its registered office at No. 1-A, Jhaver Plaza, Third Floor, Nungambakkam High Road, Nungambakkam, Chennai, Tamil Nadu 600034. Its Holding company is Aapex Power and Industries Private Limited ( Formerly known as Apollo Infrastructure Project Finance Company Private Limited ).

The company is engaged in the business of generation of electricity from its plant located at Pillaiperumalnallur. The Plant is a combined cycle power plant and has a capacity to produce 330.5 MWH. The Company sells the entire production to Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO) under a 30 year Power Purchase Agreement (PPA) currently valid up to April 2031 which forms the basis for sale and revenue of the Company.

### A2. Material Accounting Policies.

#### 2.1 Basis of preparation

The Company vide its Board resolution dated 21.07.2016 resolved to voluntarily adopt Ind AS in preparation of financial statements from the year ended March 31, 2016 with April 1, 2014 being the date of transition.

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the act)[ Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

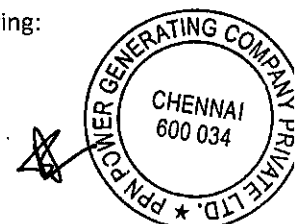
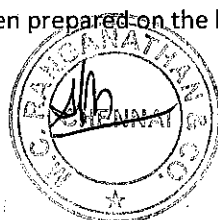
Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to existing Accounting Standards requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised Accounting Standards on an on-going basis.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Notes. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and / or cash equivalent, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The Financial Statements, comprising Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity, Statement of Cash flows together with the Notes for the year ended March 31, 2025 have been prepared in accordance with Ind AS except for the accounting treatment of capital spares which have been considered as part of inventory by management, as per company's business practice. These financial statements have been duly approved by the Board of Directors at its meeting held on 8<sup>th</sup> Sep, 2025.

#### 2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following:



## PPN POWER GENERATING COMPANY PRIVATE LIMITED

### Notes to the financial statements for the year ended 31 March 2025

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- a. Certain financial assets and liabilities measured at fair value.
- b. Defined Benefit Plan Assets are recognized as the net total of the plan assets, unrecognized past service cost, unrecognized actuarial losses, less unrecognized actuarial gains and the present value of the defined benefit obligation.

The above items have been measured at fair value and the methods used to measure fair values are discussed further in **Note A3**.

#### 2.3 Functional and Presentation Currency

Items included in financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian rupee is the functional currency of the Company.

The financial statements are presented in INR and all values are rounded off to the nearest crores (Cr) except where otherwise indicated

#### New Standards/Amendments notified and effective:

The Company has applied the following amendments for the first time for their annual reporting period commencing April 1, 2024:

##### **Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors**

The amendments to Ind AS 8 clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. They also clarify how entities use measurement techniques and inputs to develop accounting estimates.

##### **Ind AS 1 - Presentation of Financial Statements**

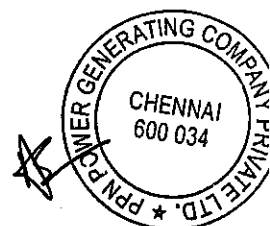
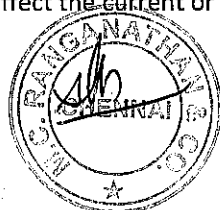
The amendments to Ind AS 1 provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

**Ind AS 107 – Financial Instruments: Disclosures** – Information about the measurement basis for financial instruments shall be disclosed as part of material accounting policy information.

##### **Ind AS 12- Income Taxes**

The amendments to Ind AS 12 Income Tax narrow the scope of the initial recognition exception, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases and decommissioning liabilities.

The above amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.



# PPN POWER GENERATING COMPANY PRIVATE LIMITED

## Notes to the financial statements for the year ended 31 March 2025

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### New Standards/Amendments notified but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified amendments to the following existing standards applicable to the Company from 1<sup>st</sup> April 2025:

#### **Ind AS 21 – Effects of changes in Foreign Exchange Rates**

The amendments to Ind AS 21 focus on six key areas:

- (1) **Definition of exchangeability**—a currency is considered exchangeable if it can be accessed within a normal administrative delay through a legal market with enforceable rights and obligations;
- (2) **Assessment of exchangeability**—entities must evaluate on the measurement date whether the currency is exchangeable for the specific purpose, with it being deemed non-exchangeable if only an insignificant amount can be obtained;
- (3) **Estimation of spot exchange rate**—if exchangeability is lacking, entities must estimate a rate that reflects an orderly transaction under current market conditions using observable or adjusted methods;
- (4) **Selection of exchange rate**—where multiple rates exist, the rate that would settle the transaction on the measurement date must be used;
- (5) **Disclosure requirements**—entities must provide information on restrictions, financial impact, estimation techniques, spot rates used, and associated risks; and
- (6) **Transition provisions**—prior periods need not be restated, with adjustments for affected items translated at estimated spot rates and recognized in retained earnings or translation reserves.

#### **A3. Other Material accounting policies**

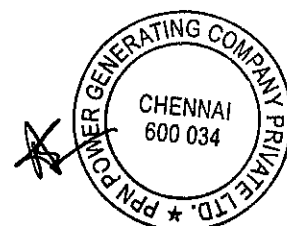
##### **a) Foreign currencies - Transactions and balances**

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates or rate at which advance payment is made at the date of the transaction when it first qualifies for recognition.

Monetary assets and liabilities, if any denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in statement of profit and loss account.

The Company enters into forward exchange contracts and other instruments that are in substance a forward exchange contract to hedge its risks associated with foreign currency fluctuations.



# PPN POWER GENERATING COMPANY PRIVATE LIMITED

## Notes to the financial statements for the year ended 31 March 2025

Exchange differences on such contracts along with the premium / discount arising at inception of a forward contract are recognised in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation of such a contract is recognised as income or expense for the year.

Forward contracts designated as a hedging instrument for highly probable forecast transactions are marked-to-market and losses are recognised in the Statement of Profit and Loss. Gains or losses arising from the changes in the fair value are recognized immediately in the Profit and Loss account in accordance with Ind AS 39 (Financial Instruments: Recognition and Measurement).

Non-monetary items, if any that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

### b) Use of estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

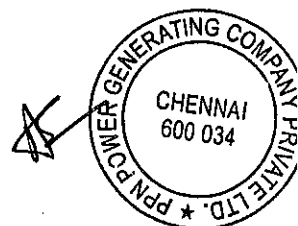
Application of accounting policies that require critical accounting estimates and assumptions having the most significant effect on the amounts recognized in financial statements are

- a) Valuation of Financial Instruments - Refer to **Note A3 (e)**
- b) Useful life of PPE - Refer to **Note A3 (g)**
- c) Lease classification - Refer to **Note A3 (i)**
- d) Measurement of defined benefit plan obligation - Refer to **Note A3 (n)**
- e) Provisions - Refer to **Note A3 (m)**
- f) Utilization of tax losses - Refer to **Note A3 (f)**
- g) Revenue recognition – Refer to **Note A3 (c)**

### c) Revenue recognition

Revenue from the sale of power to TANGEDCO as per PPA and Interest compensation on delayed receipts consequent to delayed settlements by TANGEDCO and Specified Taxes are recognised in accordance with the terms of the PPA to the extent there is no uncertainty and is net of estimated allowances for uncertainties if any.

Operating lease income representing revenue from sale of power, including fixed capacity charges based on Capital cost determined in accordance with PPA is recognised on the basis of the agreement terms which are essentially on straight line basis over the lease term with certain variations provided for



**PPN POWER GENERATING COMPANY PRIVATE LIMITED**  
**Notes to the financial statements for the year ended 31 March 2025**

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estimated inflationary cost increases and reimbursements of fuel cost and specified taxes. (Refer Note 21(II)-Capital cost

Based on the Management's evaluation of the prevailing facts and circumstances, revenue is recognised immediately as and when the uncertainty is removed. Uncertainties on disputed matters are considered as removed as and when the first level Adjudicating Authority [Honourable Tamil Nadu Electricity Regulatory Commission ('TNERC') or equivalent judicial authority] decides on the disputed matters. (Refer Note 21 (III) Claims /Appeals by TANGEDCO /Company and refer 34(b) –Transactions with/ balances due from TANGEDCO.)

Interest compensation on delayed receipts are recognised based on certainty of recovery.

**d) Interest income**

Interest income from Fixed Deposits is accounted on accrual basis.

**e) Financial Instruments**

A Financial Instrument is a contract that gives rise to a Financial Asset of one entity and a Financial Liability or Equity Instrument of another entity.

**Financial assets**

**Initial recognition and measurement**

All Financial Assets are recognised initially at fair value plus, in the case of Financial Assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the Financial Asset.

**Subsequent measurement**

The company classifies its financial assets in the following measurement categories:

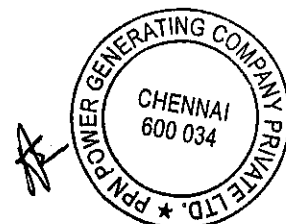
- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- those measured at amortised cost

**Financial assets measured at amortised cost**

Financial assets are measured at amortised cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivable and other Financial Assets which are realisable within one year.



## PPN POWER GENERATING COMPANY PRIVATE LIMITED

Notes to the financial statements for the year ended 31 March 2025

### Financial assets measured at fair value through other comprehensive income (FVTOCI):

Instruments shall be measured at fair value through other comprehensive income if both of the following conditions are met:

- (a) the Financial Asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and
- (b) the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The company does not have any financial asset under this category.

### Financial assets measured at fair value through profit or loss (FVTPL):

A Financial Asset shall be measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income. However, an entity may make an irrevocable election at initial recognition for particular investments in Equity Instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income.

### De-recognition

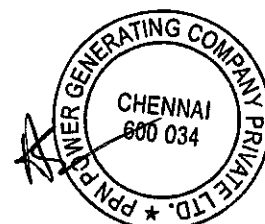
A Financial Asset (or, where applicable, a part of a Financial Asset) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

### Impairment of Financial Assets

The Company follows 'simplified approach' (Lifetime Expected credit loss) for recognition of impairment loss allowance on Trade receivables. An impairment analysis is performed at each reporting date. In this approach assets are grouped on the basis of similar credit characteristics such as industry, customer segment, past due status, any litigation that has challenged the recoverability and other factors which are relevant to estimate the expected cash loss from these assets.

For recognition of impairment loss on other Financial Assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month Expected credit loss (ECL) is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.



## **PPN POWER GENERATING COMPANY PRIVATE LIMITED**

### **Notes to the financial statements for the year ended 31 March 2025**

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Ind AS requires an entity to measure the loss allowance for trade receivables or any contractual right to receive cash or another Financial Asset that result from transaction that are within the scope of Ind AS 116 and Ind AS 109. On an evaluation of all the factors, this loss allowance will have to be given effect to, based on past events, current conditions and forecasts of future economic conditions. Ind AS does not provide for any disclosure for prior period items in the current financial period and expects the prior period amounts to be restated for such prior period items arising during any year.

#### **Financial liabilities**

##### **Initial recognition and measurement**

All financial liabilities are recognised initially at transaction value.

##### **Subsequent measurement**

Financial liabilities are classified for subsequent measurement into the following categories:

- (a) At Amortized cost
- (b) At Fair Value through P&L

##### **Financial Liabilities at Amortized Cost**

The company is classifying the following under amortised cost:

- a) Borrowings from banks
- b) Other Financial Liabilities
- c) Trade payables

##### **Financial liabilities at fair value through profit or loss**

The Company has not designated any Financial Liability as at fair value through profit and loss.

##### **De-recognition of Financial Liabilities**

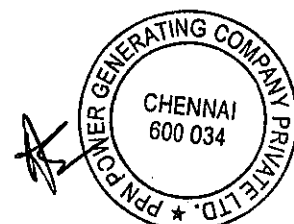
A Financial Liability shall be derecognised when and only when it is extinguished i.e., when the obligation specified in the contract is discharged or cancelled or expires.

##### **Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.



# PPN POWER GENERATING COMPANY PRIVATE LIMITED

## Notes to the financial statements for the year ended 31 March 2025

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The principal or the most advantageous market should be accessible to the company.

The fair value of an asset or liability is measured considering the assumptions that market participants would use, when pricing the asset or liability, on the assumption that the market participants would act in their economic best interest.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 - Inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 - Inputs are unobservable inputs for the asset or liability.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the company analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed in line with the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

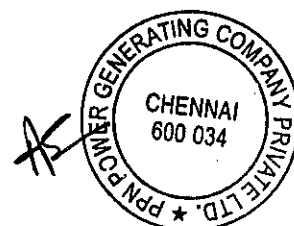
### f) Taxes

Tax expense comprises current tax and deferred tax charge or credit.

#### Current income tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.



**PPN POWER GENERATING COMPANY PRIVATE LIMITED**  
**Notes to the financial statements for the year ended 31 March 2025**

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**Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**g) Property, plant and equipment**

**Initial Recognition**

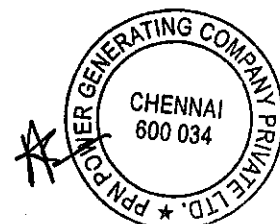
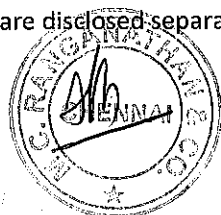
The cost of Property Plant and Equipment's includes interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use, freight, installation charges, duties and other incidental expenses incurred up to that date.

**Subsequent Costs**

Modifications that enhance the operating performance or extend the useful life of fixed assets are capitalised, where there is a certainty of deriving future economic benefits from use of such assets.

Eligible revenue expenses incurred in connection with projects under implementation in so far as such expenses relate to the period prior to the commencement of commercial production / capitalisation are treated as part of Pre-operative Expenses, under Capital Work in Progress, until capitalization.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately in the Balance Sheet.



**PPN POWER GENERATING COMPANY PRIVATE LIMITED**  
**Notes to the financial statements for the year ended 31 March 2025**

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

When parts of an item of Property, Plant and Equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of Property, Plant and Equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, Plant and Equipment and are recognized net within "other income / other expenses" in the Statement of Profit and Loss.

**Depreciation**

Depreciation on Property Plant and Equipment is provided pro-rata for the periods of use on the straight line method(SLM) except for vehicles which are depreciated on Written Down Value (WDV) method on the basis of useful life of the fixed assets mandated by Part C of Schedule II to the Companies Act, 2013 or the useful life determined by the company based on technical evaluation, whichever is lower, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, maintenance support, as per details given below:

Estimate of	Useful in years
Buildings	
- Factory	30
- Plant Structures	12
- Buildings other than factory	60
- Roads, Fences & Drains	5
Plant & Machinery	***
Furniture and fittings	10
Office Equipment	5
Motor Vehicles (WDV)	10
Data Processing Equipments	3

All assets whose actual cost does not exceed Rs. 5,000 each are fully depreciated in the year of acquisition.

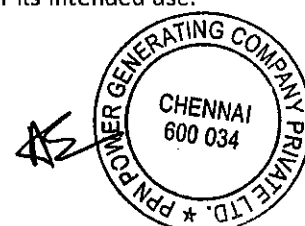
\*\*\*Note: Plant & Machinery are depreciated at SLM by applying useful life of 8 years from 01.04.2016 onwards based on technical evaluation adopted by the company

**Major Overhaul Expenditure**

Expenditure incurred on major Overhaul of the Plant are capitalised under PPE as a separate component under IND AS -16 and amortised over the period till next occurrence of such major overhaul exercise, which period is evaluated by the company and being a technical matter is relied upon by the Auditors.

**h) Intangible Assets:**

Intangible assets include cost of acquired software. Intangible assets are initially measured at acquisition cost including any directly attributable costs of preparing the asset for its intended use.



## PPN POWER GENERATING COMPANY PRIVATE LIMITED

### Notes to the financial statements for the year ended 31 March 2025

Intangible assets with finite lives are amortized over their estimated useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation periods are reviewed and impairment is done only if indicators of impairment exist.

Class of Asset	Estimated Useful Life
Software and Licences	6 years

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use of disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in the Statement of Profit and Loss when the asset is derecognized.

#### i) Lease

##### Assets given on Lease

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned. Assets given on Operating lease are depreciated over the useful life of assets.

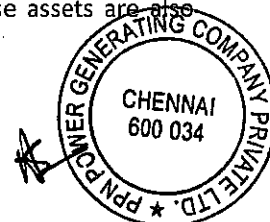
##### Assets taken on Lease

On inception of a contract, the Company assesses whether it contains a lease. A contract is, or contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease contracts may contain both lease and non-lease components. The Company allocates payments in the contract to the lease and non-lease components based on their relative stand-alone prices and applies the lease accounting model only to lease components.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for initial direct costs incurred, lease payments made at or before the commencement date, any asset restoration obligation, and less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are also



## PPN POWER GENERATING COMPANY PRIVATE LIMITED

### Notes to the financial statements for the year ended 31 March 2025

adjusted for any re-measurement of lease liabilities. Unless the Company is reasonably certain to obtain ownership of the leased assets or renewal of the leases at the end of the lease term, recognised right-of-use assets are depreciated to a residual value over the shorter of their estimated useful life or lease term.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable. 'In-substance fixed' payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if the Company is reasonably certain it will purchase the underlying asset after the lease term.

Lease liabilities are re-measured with a corresponding adjustment to the related right-of-use asset if the Company changes its assessment if whether it will exercise an extension or a termination option and any lease modification.

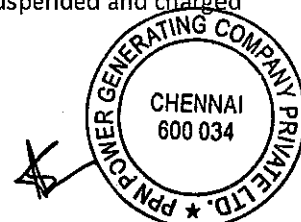
Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period over which the event or condition that triggers the payment occurs. In respect of variable leases which guarantee a minimum amount of rent over the lease term, the guaranteed amount is considered to be an 'in-substance fixed' lease payment and included in the initial calculation of the lease liability. Payments which are 'in-substance fixed' are charged against the lease liability.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments are presented as follows in the Company's statement of cash flows:

- Short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;
- Payments for the interest element of recognised lease liabilities are included in 'interest paid' within cash flows from operating activities; and
- Payments for the principal element of recognised lease liabilities are presented within cash flows from financing activities

#### j) **Borrowing costs**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged



**PPN POWER GENERATING COMPANY PRIVATE LIMITED**  
**Notes to the financial statements for the year ended 31 March 2025**

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to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

**k) Inventories**

Raw materials, stores and spares and loose tools are valued at cost or net realisable value, whichever is lower. Cost is inclusive of freight, duties and other incidental expenses incurred in bringing the inventory to its present location and condition and is computed under the weighted average basis. Due allowance is made to the carrying amount of inventory based on Management's assessment/technical evaluation and past experience of the Company duly taking into account its age, usability, obsolescence, expected realisable value etc.

Certain machinery spares (Hot Gas Path Spares - HGPS) though used in connection with specific fixed assets are classified as inventories as their usage is on a regular basis. The cost of such spares as computed on a weighted average basis is charged / amortised to consumption over their expected useful life based on:

- (i) Equivalent Operating Hours, over a period of 2 consecutive major inspections, for which the respective fixed assets are actually used during the year and
- (ii) Management's periodic evaluation of its obsolescence this being a technical matter is determined by the management and relied upon by the Auditors.

**l) Impairment of non-Financial Assets**

At each Balance Sheet date, consideration is given to determine whether there is any indication of impairment of the carrying amount of the Company's assets. If any indication exists, estimation is made for the asset's recoverable amount, which is the greater of the net selling price and the value in use. An impairment loss, if any, is recognised whenever the carrying amount of an asset exceeds the recoverable amount.

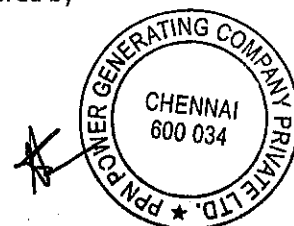
Impairment losses of continuing operations, including impairment on inventories, if any, are recognised in profit or loss section of the statement of profit and loss.

**m) Provisions**

Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. Contingent liability is disclosed for (i) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements since this may result in the recognition of income that may never be realised.

**n) Gratuity and other post-employment benefits**

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Company, as detailed below:



**PPN POWER GENERATING COMPANY PRIVATE LIMITED**  
**Notes to the financial statements for the year ended 31 March 2025**

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**Defined contribution plan (Provident fund & Superannuation)**

Contributions towards Employees' Provident Fund are made to the Employees Provident Fund Scheme maintained by the Central Government and the Company's contribution to the fund is charged to revenue when services are rendered by the employees.

The Company contributes a fixed sum of eligible employees' salary to a Superannuation Fund administered by trustees and managed by the Insurer. The Company has no liability for future Superannuation Fund benefits other than its annual contribution and recognizes such contribution as an expense when services are rendered by the employees.

**Defined benefit plans (Gratuity)**

In accordance with applicable Indian Laws, the Company provides for gratuity, a defined benefit retirement plan (the Gratuity Plan) covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. The Company's net obligation in respect of the gratuity plan is calculated by estimating the amount of future benefits that the employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service cost and the fair value of plan assets are deducted. The discount rate is the yield at the reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligations. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognized asset is limited to the total of any unrecognized past service costs and the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

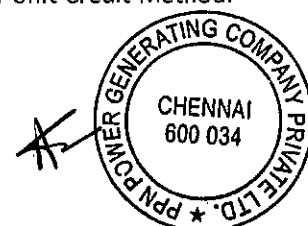
The Company recognizes all re-measurements i.e, actuarial gains and losses and the return on plan assets, excluding amounts included in net interest expense on the net defined benefit liability directly in other comprehensive income and are shown as Other Equity in the Statement of Changes in Equity and in the balance sheet. The Company has an employees' gratuity fund managed by the Life Insurance Corporation of India (LIC).

**Short Term benefits**

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**Compensated absence**

The Company accounts for its liability towards compensated absences based on the actuarial valuation done as at the Balance Sheet date by an independent actuary using the Projected Unit Credit Method.



**PPN POWER GENERATING COMPANY PRIVATE LIMITED**  
**Notes to the financial statements for the year ended 31 March 2025**

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The liability includes the long-term component accounted on a discounted basis and the short-term component which is accounted for on an undiscounted basis.

**Other Employee Benefits**

Liability for benefits payable under the Deferred Incentive Scheme of the Company, where applicable, was provided for based on actuarial valuation, as at the Balance Sheet date, carried out by an independent actuary.

Other employee benefits are estimated based on the terms of the employment contract.

Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

**o) Cash and cash equivalents (for purposes of Cash Flow Statement)**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**p) Cash flow statement**

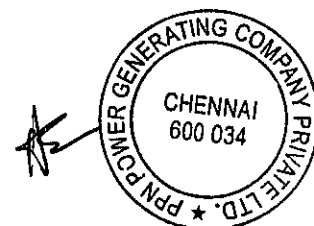
Cash flows are reported using the indirect method, whereby profit / loss before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**q) Insurance claims**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

**r) Earnings per Share**

Basic earnings per Share is computed by dividing the Profit/(Loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) as adjusted for dividend, interest and other charges to expense or income relating to dilutive potential equity shares by the weighted average no. Of equity shares considered for deriving basic earnings per share and weighted average no of equity share which could have been issued on the conversion of all dilutive potential shares.



Note : 1. Property Plant and Equipment

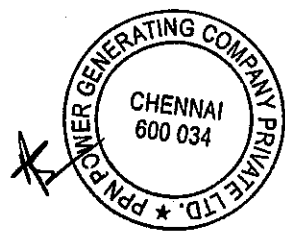
Rs in lakhs

Description	Gross Block				Depreciation			Net Block	
	As at 1 April 2024	Additions	Deductions / Adjustments	As at 31 March 2025	For the Year	Deductions / Adjustments	As at 31 March 2025	As at 31 March 2025	As at 31 March 2024
Land (Freehold)	535.92	-	-	535.92	-	-	-	535.92	535.92
Buildings	4,708.63	-	-	4,708.63	168.93	-	2,535.48	2,173.15	2,342.08
Plant & Machinery	35,118.35	68.07	-	35,186.42	173.81	-	34,356.03	830.39	936.13
Data Processing Equipments	25.94	-	-	25.94	-	-	25.33	0.61	0.61
Office Equipments	256.83	12.67	-	269.50	20.21	-	236.46	33.04	40.58
Furniture & Fixtures	80.82	0.82	-	81.64	5.01	-	57.32	24.32	28.51
Vehicles	341.77	-	-	341.77	76.03	-	172.24	169.53	245.56
	<b>41,068.26</b>	<b>81.56</b>	-	<b>41,149.82</b>	<b>443.98</b>	-	<b>37,982.96</b>	<b>3,766.96</b>	<b>4,129.39</b>

Rs in lakhs

Description	Gross Block				Depreciation			Net Block	
	As at 1 April 2023	Additions	Deductions / Adjustments	As at 31 March 2024	For the Year	Deductions / Adjustments	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023
Land (Freehold)	535.92	-	-	535.92	-	-	-	535.92	535.92
Buildings	4,708.63	-	-	4,708.63	167.84	-	2,366.55	2,342.08	2,509.92
Plant & Machinery	35,106.24	12.11	-	35,118.35	2,153.63	-	34,182.22	936.13	3,077.65
Data Processing Equipments	25.94	-	-	25.94	-	-	25.33	0.61	0.61
Office Equipments	234.15	22.68	-	256.83	27.89	-	216.25	40.58	45.79
Furniture & Fixtures	63.07	17.75	-	80.82	3.84	-	52.31	28.51	14.60
Vehicles	47.03	294.74	-	341.77	76.44	-	96.21	245.56	27.26
	<b>40,720.98</b>	<b>347.28</b>	-	<b>41,068.26</b>	<b>2,429.64</b>	-	<b>36,938.87</b>	<b>4,129.39</b>	<b>6,211.75</b>

<b>Note :1 (a) Ageing of Capital Work in Progress Relates to Plant and Machinery</b>					
<b>Capital Work in Progress</b>	<b>Amount in Capital Work in Progress as at 31 March 2025</b>				
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	-	-	-	-	-
<b>Capital Work in Progress</b>	<b>Amount in Capital Work in Progress as at 31 March 2024</b>				
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Projects in progress	71.86	-	-	-	71.86
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>71.86</b>	-	-	-	<b>71.86</b>



2024-2025

Note 2 : Right of use Asset

(Rs.in lakhs)

Particulars	Land	Premises	Vehicles	Total
<b>Gross Block at cost</b>				
At April 1,2024	132.85	122.97	-	255.82
Additions	-	38.64	-	38.64
Deductions for the year	-	-	-	-
<b>At Mar 31st,2025</b>	<b>132.85</b>	<b>161.60</b>	<b>-</b>	<b>294.46</b>
<b>Amortisation</b>				
At April 1,2024	69.76	61.34	0.09	131.19
Charge for the year	13.88	38.59	-	52.47
Deductions for the year	-	-	-	-
<b>At Mar 31st,2025</b>	<b>83.64</b>	<b>99.93</b>	<b>0.09</b>	<b>183.66</b>
<b>Net block</b>				
<b>At Mar 31st,2025</b>	<b>49.21</b>	<b>61.67</b>	<b>(0.09)</b>	<b>110.80</b>

Note: The break up of gross block is given below:

Particulars	Land	Premises	Vehicles	Total
Recognition of Right of use Asset	132.85	138.91	-	271.76
Lease Prepayments		22.69		22.69
<b>Total</b>	<b>132.85</b>	<b>161.60</b>	<b>-</b>	<b>294.45</b>

2023-2024

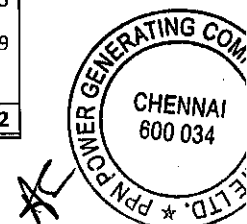
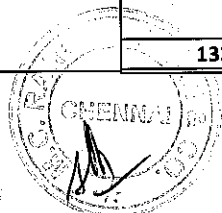
Note 2 : Right of use Asset

(Rs.in lakhs)

Particulars	Land	Premises	Vehicles	Total
<b>Gross Block at cost</b>				
At April 1,2023	132.85	81.40	-	214.25
Additions	-	41.57	-	41.57
Deductions for the year	-	-	-	-
<b>At Mar 31st,2024</b>	<b>132.85</b>	<b>122.97</b>	<b>-</b>	<b>255.82</b>
<b>Amortisation</b>				
At April 1,2023	55.84	31.13	0.09	87.06
Charge for the year	13.92	30.21	-	44.13
Deductions for the year	-	-	-	-
<b>At Mar 31st,2024</b>	<b>69.76</b>	<b>61.34</b>	<b>0.09</b>	<b>131.19</b>
<b>Net block</b>				
<b>At Mar 31st,2024</b>	<b>63.09</b>	<b>61.63</b>	<b>(0.09)</b>	<b>124.63</b>

Note: The break up of gross block is given below:

Particulars	Land	Premises	Vehicles	Total
Recognition of Right of use Asset	132.85	100.28	-	233.13
Lease Prepayments		22.69		22.69
<b>Total</b>	<b>132.85</b>	<b>122.97</b>	<b>-</b>	<b>255.82</b>

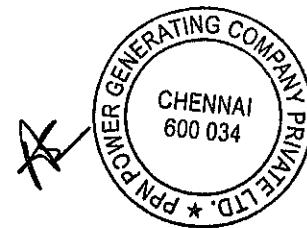
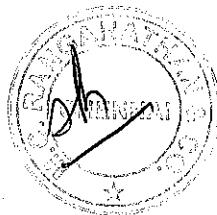


**PPN Power Generating Company Private Limited**  
**Notes to Financial Statements for the year ended 31st March, 2025**

Note No	Particulars	As at 31st March, 2025 Rs. In Lakhs	As at 31st March, 2024 Rs. In Lakhs
<b>3</b>	<b>Financial Assets</b>		
<b>3 (a)</b>	<b>Investments</b>		
	<b>Non-Current</b>		
	Investments in Bonds and Debentures (Refer Note 3(a)(i))	-	-
	<b>Current</b>		
	Investments in Mutual Fund, Equity and Bonds/ Debentures ( Refer Note 3 a(i) )	7,275.42	6,137.19
		<b>7,275.42</b>	<b>6,137.19</b>
<b>3 (b)</b>	<b>Other Financial Assets (Non-Current)</b>		
	*Security Deposits (Unsecured, Considered good)	12.75	12.28
	Deposit with Bank having Original Maturity more than 12 Months In Deposit Accounts	135.00	-
	<b>Total</b>	<b>147.75</b>	<b>12.28</b>
	*Bifurcation of the above:		
	- to related parties	-	6.70
	- to others	12.75	5.58
<b>3 (c)</b>	<b>Trade Receivables</b>		
	<b>Current</b>		
	Trade Receivables considered good-Unsecured	1,047.09	2,213.72
	Trade receivables which have significant increase in credit risk		
	Trade receivables -credit impaired	15,312.60	15,312.60
	<b>Total</b>	<b>16,359.69</b>	<b>17,526.32</b>
	Less: Provision for Trade receivables- credit impaired	15,312.60	15,312.60
	Refer Note 3 (c) (i) for Ageing of Receivables	<b>1,047.09</b>	<b>2,213.72</b>

**Note:**

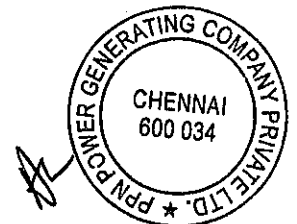
Receivables from TNPDC (Formerly TANGEDCO) are backed by an Irrevocable and Unconditional Guarantee from the Government of TamilNadu to pay every sum which TNPDC (Formerly TANGEDCO) is liable to pay the Company.



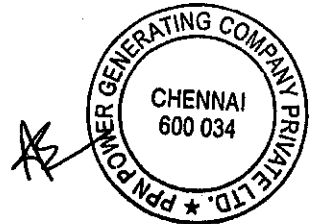
**Note: 3 (a)(i) Investments  
2024-2025**

(Rs. In lakhs)

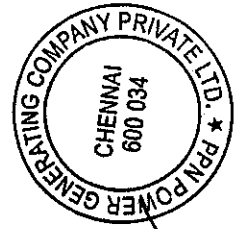
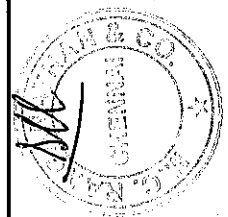
Particulars	No of Units/Bonds	As at 31st March 2025
<b>Non - Current</b>		
Investment in Equity Shares of PPN TankTerminals (Subsidiary with Face Value)	99999	9.99
<b>Investments in Bonds and Debentures- Quoted</b>		
8.35% MAS Financial Services Ltd 28-Feb-2026	400	396.76
8.72% Shriram Transport Finance Company Ltd 26-May-2025	50	500.98
Cholamandalam Investment 8.30% 12-Dec-2025	50	513.24
HeroFincorp 8.94 % 10-Sept-2025	500	525.32
<b>Investments in PMS</b>		
Bharat Amritkaal Fund Carnelian	44,73,939	449.89
Nuvama Asset Management Limited - Absolute Return	Nil	2,010.50
Valuequest Investment Advisors Private Limited	Nil	536.85
Nuvama Wealth and Investment Limited - Trading Account	Nil	489.57
<b>Sub Total</b>		<b>5,433.10</b>
<b>Current</b>		
<b>Financial Instruments at FVTPL- Mutual Funds</b>		
<b>Investments in Mutual Fund- Quoted</b>		
Aditya Birla SL LiquidDirect - G	44,486	186.27
ICICI Pru Liquid Direct - G	29,833	114.53
<b>Investments in Money Market</b>		
Aditya Birla SL Money Manager Direct-G	1,40,813	517.73
Mirae Asset Money Market Direct-G	4,639	58.11
Tata Money Market Direct-G	9,871	465.54
<b>Investments in Domestic Equity</b>		
HDFC Flexi Cap Direct-G	3,929	79.14
ICICI Pru Nifty Next 50 Index Direct-G	1,62,858	94.83
ICICI Pru Nifty50 Value 20 Index Direct-G	8,33,394	87.39
Motilal Oswal Midcap Direct-G	77,965	82.49
Old Bridge Focused Equity Direct-G	4,67,703	53.04
UTI Nifty200 Quality 30 Index Direct-G	11,34,879	94.30
<b>Sub Total</b>		<b>1,833.37</b>
<b>Total</b>		<b>7,266.47</b>



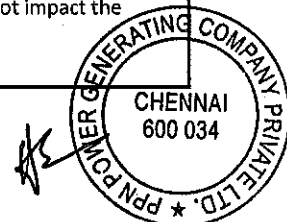
2023-2024		(Rs. In lakhs)
Particulars	No of Units/Bonds	As at 31st March 2024
<b>Non - Current</b>	-	-
<b>Current</b>		
<b>Financial instruments at FVTPL</b>		
<b>Investments in Mutual Fund- Quoted</b>		
Aditya Birla SL LiquidDirect - G	3,56,232	1,388.17
ICICI Pru Liquid Direct - G	3,89,582	1,392.38
Nippon India Liquid Direct -G	24,264	1,433.75
UTI Liquid Cash Direct -G	34,632	1,370.71
<b>Investments in Bonds and Debentures- Quoted</b>		
ICICI Home Finance Ltd	50	552.18
<b>Sub Total</b>		<b>6,137.19</b>
<b>Grand Total (Non Current Investment + Current Investment)</b>		<b>6,137.19</b>



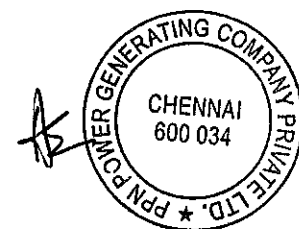
3 (c) (i) Ageing of Trade Receivables as per Schedule							(Rs. in lakhs)	
Trade Receivable ageing as on 31.03.2025 is based on date of Invoice								
Particulars	Outstanding for following periods from the Invoice date						Total	
	Less than 6 months	6 months - 1 year	1- 2 years	2- 3 years	More than 3 years	Total		
(i) Undisputed Trade receivables – considered good	-	-	-	299.86	747.43	1,047.29		
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-		
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	4,378.06	10,934.54	15,312.60		
(iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-		
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-		
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-		
<b>Total</b>	-	-	-	4,677.92	11,681.97	16,359.89		
Less: Provision for Trade Receivables- credit impaired	-	-	-	4,378.06	10,934.54	15,312.60		
<b>Total</b>	-	-	-	<b>299.86</b>	<b>747.43</b>	<b>1,047.29</b>		
Trade Receivable ageing as on 31.03.2024 is based on date of Invoice								
Particulars	Outstanding for following periods from the Invoice date						Total	
	Less than 6 months	6 months - 1 year	1- 2 years	2- 3 years	More than 3 years	Total		
(i) Undisputed Trade receivables – considered good	-	-	299.86	1,801.17	112.69	2,213.72		
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-		
(iii) Undisputed Trade Receivables – credit impaired	-	-	4,378.06	12,193.02	(1,258.48)	15,312.60		
(iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-		
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-		
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-		
<b>Total</b>	-	-	4,677.92	13,994.19	(1,145.79)	17,526.32		
Less: Provision for Trade Receivables- credit impaired	-	-	4,378.06	12,193.02	(1,258.48)	15,312.60		
<b>Total</b>	-	-	<b>299.86</b>	<b>1,801.17</b>	<b>112.69</b>	<b>2,213.72</b>		



PPN Power Generating Company Private Limited			
Notes to Financial Statements for the year ended 31st March, 2025			
Note No	Particulars	As at 31st March, 2025 Rs. In Lakhs	As at 31st March, 2024 Rs. In Lakhs
<b>3 (d)</b>	<b>Cash and Cash Equivalents</b>		
	<u>Balances with banks</u>		
(i)	In Current Accounts	45.24	6.57
(ii)	In Cash Credit Accounts	358.56	-
(iii)	In Term Deposit with Bank Original Maturity less than 3 months	-	3.16
	Cash on hand	0.54	0.26
	Cheques/Drafts on hand		
	<b>Total</b>	<b>404.34</b>	<b>9.99</b>
<b>Note:</b>			
The above balances meet the definition of Cash and cash equivalents as per Ind AS 7 - Cash Flow Statements			
<b>3 (e)</b>	<b>Bank balances other than above</b>		
	<b>Current</b>		
*	In Deposit Accounts - towards Margin Money/Locker Deposit	942.36	885.64
	Deposit with Bank having Original Maturity more than 3 Months but less than or equal to 12 Months	13.51	12.74
	<b>Total</b>	<b>955.87</b>	<b>898.38</b>
*	Margin Money with Indian Bank against issue of Stand BY Letter Of Credit of Rs.26.75 Cr infavour of GAIL INDIA LTD.		
<b>3 (f)</b>	<b>Loans and advances</b>		
	<b>Loan to related parties</b>		
	<b>Long Term</b>		
**	To Holding Company-unsecured (Receivable as per terms of agreement)	8,994.81	-
	<b>Short Term</b>		8,228.20
	<b>Total</b>	<b>8,994.81</b>	<b>8,228.20</b>
<b>3 (g)</b>	<b>Other Financial Assets</b>		
	<b>Current</b>		
	<b>Unsecured- Considered good</b>		
(i)	Other Receivables	0.79	0.54
(ii)	Interest Compensation on delayed receipts receivable from TNPDC (Formerly TANGEDCO).	170.80	170.80
(iii)	Unbilled Revenue (Refer Note below)	-	-
(iv)	Deposit with Bank having Original Maturity less than 12 Months	-	-
	In Deposit Accounts	-	-
	<b>Sub Total</b>	<b>171.59</b>	<b>171.34</b>
	<b>Unsecured - Considered Doubtful</b>		
(i)	Interest Compensation on delayed receipts receivable from TNPDC (Formerly TANGEDCO)	43,510.00	43,510.00
	Less: Provision	(43,510.00)	(43,510.00)
	( Refer Note 34)	-	-
	<b>Total</b>	<b>171.59</b>	<b>171.34</b>
<b>Note:</b>			
Includes delivered power pending billing (Unbilled Revenue Receivable) as at the end of the reporting period, which is recognised in accordance with the terms of the PPA.			
Receivables from TNPDC (Formerly TANGEDCO) are backed by an Irrevocable and Unconditional Guarantee from the Government of Tamil Nadu to pay every sum which TNPDC (Formerly TANGEDCO) is liable to pay the Company.			
* GTA with IOCL of Rs.6.65 cr			
**Loan to Holding Company of ₹ 8,994.81 lakhs (PY: ₹ 8,228.20 lakhs) has been reclassified from Short Term Loans and Advances to Long Term Loans and Advances, as it is now expected to be realised after twelve months. This reclassification does not impact the Company's equity or profit.			



PPN Power Generating Company Private Limited			
Notes to Financial Statements for the year ended 31st March, 2025			
Note No	Particulars	As at 31st March, 2025 Rs. In Lakhs	As at 31st March, 2024 Rs. In Lakhs
<b>4</b>	<b>Non-Current Tax Assets (Net)</b>		
(a)	Advance Income Tax	136.16	96.19
(b)	Income tax paid under Protest	-	-
	<b>Total</b>	<b>136.16</b>	<b>96.19</b>
<b>5</b>	<b>Other non-current assets</b> (Unsecured, Considered Good)		
(a)	Capital Advances	925.00	1,155.00
(b)	<b>Other Advances</b> (Unsecured, Considered Good)		
	Balance with customs authorities	-	-
	(Unsecured, Considered doubtful)		
	Balance with customs authorities	24.21	24.21
	Less: Provision for Doubtful Advances	(24.21)	(24.21)
	<b>Total</b>	<b>925.00</b>	<b>1,155.00</b>
<b>6</b>	<b>Inventories</b> (Valued at cost or Net Realisable value whichever is lower)		
(a)	Raw materials - Fuel	72.63	5,461.40
(b)	Stores and spares	4,184.75	5,427.14
	<b>Total</b>	<b>4,257.38</b>	<b>10,888.54</b>
<b>7</b>	<b>Other current assets</b> (Unsecured, Considered good)		
(i)	<b>Advances</b> (Unsecured, Considered Good)		
(a)	Balance with customs authorities.	116.90	116.90
(b)	Advances to Suppliers	338.91	339.74
(c)	Advances to Employees	26.17	19.12
(ii)	<b>Others</b>		
(a)	Prepaid Expenses	63.18	108.32
(b)	Others	-	0.21
	<b>Total</b>	<b>545.16</b>	<b>584.29</b>



**PPN Power Generating Company Private Limited**

Notes forming part of the financial statements for the year ended 31 March 2025

**8 Equity**

Particulars	As at 31st March 2025		As at 31st March 2024	
	No. of shares	Rs. in Lakhs	No. of shares	Rs. in Lakhs
<b>(a) Authorised</b>				
Equity shares of Rs. 100 each	5,00,00,000	50,000.00	5,00,00,000	50,000.00
<b>(b) Issued, Subscribed and Paid-up Capital</b>				
Equity shares of Rs. 100 each fully paid up	4,90,20,000	49,020.00	4,90,20,000	49,020.00

**8.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period**

Particulars	As at 31st March 2025		As at 31st March 2024	
	No. of shares	Rs. in Lakhs	No. of shares	Rs. in Lakhs
<b>Equity shares</b>				
At the beginning of the Year	4,90,20,000	49,020.00	4,90,20,000	49,020.00
Issued/Bought Back during the Year	-	-	-	-
<b>Outstanding at the End of the Year</b>	<b>4,90,20,000</b>	<b>49,020.00</b>	<b>4,90,20,000</b>	<b>49,020.00</b>

**8.2 Details of shares held by Promoter / Holding Company**

Particulars	As at 31st March 2025		As at 31st March 2024		% Change during the year
	Number of shares	% Holding	Number of shares	% Holding	
Aapex Power and Industries Private Limited (Formerly known as Apollo Infrastructure Project Finance Company Private Limited), the Holding Company	4,76,76,289	97.26%	4,76,76,289	97.26%	0.00%
Mr.P.Vijay Kumar Reddy	100	0.00%	100	0.00%	-
Mrs.Preetha Reddy	100	0.00%	100	0.00%	-

**8.3 Details of Shares held by each shareholder holding more than 5% Shares in the Company**

Particulars	As at 31st March 2025		As at 31st March 2024	
	Number of shares	% Holding	Number of shares	% Holding
<b>Equity shares</b>				
Aapex Power and Industries Private Limited (Formerly known as Apollo Infrastructure Project Finance Company Private Limited)	4,76,76,289	97.26%	4,76,76,289	97.26%

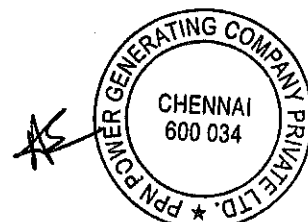
**8.4 Disclosure of Rights**

The Company has only one class of equity shares having a par value of Rs. 100 each. Each holder is entitled to one vote per equity share. Dividends are paid in Indian Rupees. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the Annual General Meeting.

Repayment of capital will be in proportion to the number of equity shares held.

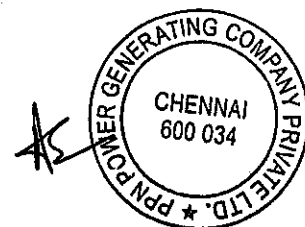
**8.5 There are no shares reserved under Employee Stock Option Scheme**

**8.6 During the last 5 Years, The company has not issued any bonus shares for consideration other than cash. There was no buy back of shares during the last 5 Years**



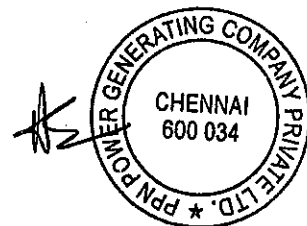
**PPN Power Generating Company Private Limited**  
**Notes to Financial Statements for the year ended 31st March, 2025**

Note No	Particulars	As at 31st March, 2025 Rs. In Lakhs	As at 31st March, 2024 Rs. In Lakhs
9	<b>Other Equity</b>		
	<u>Reserves &amp; Surplus</u>		
(a)	General Reserve:	6,412.72	6,412.72
	<b>Total (A)</b>	<b>6,412.72</b>	<b>6,412.72</b>
(b)	Retained Earnings:		
	Balance at the beginning of the year	(23,591.59)	(4,882.93)
	Add: Profit/(Loss) for the year	(5,459.42)	(18,708.66)
	Add: Prior period adjustments to Reserves		
	<b>Total (B)</b>	<b>(29,051.01)</b>	<b>(23,591.59)</b>
(c)	Other Comprehensive Income (Loss):		
	Re-measurement of Net defined benefit liability/Asset		
	Opening balance	(128.63)	(194.61)
	Add: Additions during the year	40.59	65.98
	<b>Total (C)</b>	<b>(88.04)</b>	<b>(128.63)</b>
	<b>Other Equity (D) = (A) + (B) + (C)</b>	<b>(22,726.33)</b>	<b>(17,307.50)</b>



**PPN Power Generating Company Private Limited**  
**Notes to Financial Statements for the year ended 31st March, 2025**

Note No	Particulars	As at 31st March, 2025 Rs. In Lakhs	As at 31st March, 2024 Rs. In Lakhs
<b>10</b>	<b>Financial Liabilities</b>		
<b>10 (a)</b>	<b>Borrowings</b>		
	<b>Non-Current</b>		
(i)	(Term Loans, Secured)		
	From Banks	163.20	229.06
	Less: Current maturities of long term borrowings	(54.40)	(65.86)
	<b>Sub-Total</b>	<b>108.80</b>	<b>163.20</b>
	(Refer note 10(a)(a) for security, interest and terms of repayment)		
	<b>Current</b>		
	From Banks repayable on demand*		
(i)	Cash Credit - Secured	0.71	453.89
(ii)	Working Capital Loans - Secured	0.00	-
(iii)	(Term Loans, Secured)		
	Current maturities of long term borrowings	54.40	65.86
	From Holding Company-unsecured (Repayable as per terms of agreement)		-
	<b>Sub-Total</b>	<b>55.12</b>	<b>519.75</b>
<b>10(b)</b>	<b>Lease liabilities</b>		
	<b>Non-Current</b>		
	Lease liabilities	42.97	39.18
	<b>Sub-Total</b>	<b>42.97</b>	<b>39.18</b>
	<b>Current</b>		
	Lease liabilities	31.37	39.62
	<b>Sub-Total</b>	<b>31.37</b>	<b>39.62</b>
	<b>sub total</b>	<b>74.34</b>	<b>78.80</b>
	<b>Total</b>	<b>129.46</b>	<b>598.55</b>
	* Cash Credits and Working Capital Loans from Banks are secured pari passu by mortgage of Company's immoveable properties (Land and Building, Plant and Machinery) and hypothecation of Company's moveable assets (Book debts and Inventories), both present and future.		

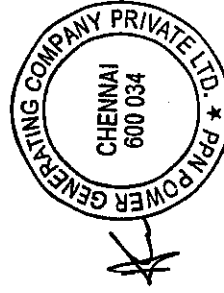


Notes forming part of the financial statements for the year ended 31 March 2025

10 (a) Long Term Borrowings (Secured)										(Rs.in lakhs)	
S.No	Nature of Loan	Total Amount due		Amount repayable within one year classified as short term borrowings		Amount disclosed as Long Term Borrowings		Security details	Rate of interest		Repayment terms
		As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024		As at 31 March 2025	As at 31 March 2024	
1	Term Loan (Car) - From Banks (Note 10 (a))	163.20	229.06	54.40	65.86	108.80	163.20	Refer Note (a)	Flat Interest Rate @ 7.70%	NA	The Kotak Bank Car Loan is repayable in 5 years. The outstanding balance of the Car loan as on 31.03.2025 is Rs.163.20 Lakhs with pending 39 monthly instalments.

**Notes:**

- (a) Car loan from banks are secured and Hypothecated with CAR.  
 (b) The interest rate is flat rate as per the agreement. The interest rate disclosed above is the rate as at 31 March of the respective years.

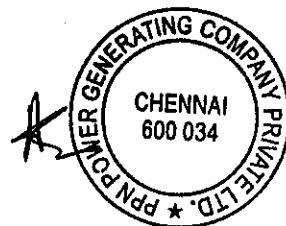


Notes forming part of the financial statements for the year ended 31 March 2025

10 (a)(b) Debt Reconciliation Statement

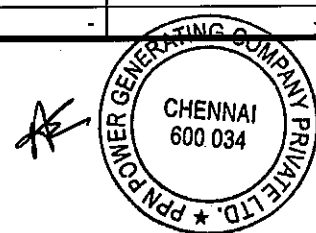
Particulars	As at March 31, 2025 Rs. in lakhs	As at March 31, 2024 Rs. in lakhs
Current Borrowings	(0.71)	(453.89)
Current maturities of long term borrowings	(54.40)	(65.86)
Lease liabilities	(237.84)	(230.93)
Non- Current Borrowings	(108.80)	(163.20)
<b>Total Debt</b>	<b>(401.76)</b>	<b>(913.88)</b>

Particulars	Current Borrowings	Non- Current of Long Term Borrowings	Lease Liabilities	Total
	Rs. in lakhs	Rs. in lakhs		
<b>Debt as at 31st March 2023</b>	<b>(1,229.77)</b>	<b>(0.00)</b>	<b>(211.55)</b>	<b>(1,441.32)</b>
Proceeds from availments	(65.86)	(163.20)	-	(229.06)
Repayments	775.88	-	38.16	814.04
Non- Cash Transactions	-	-	(40.27)	(40.27)
Interest Expenses	-	17.22	(17.27)	(0.05)
Interest Paid	-	(17.22)	-	(17.22)
<b>Debt as at 31st March 2024</b>	<b>(519.75)</b>	<b>(163.20)</b>	<b>(230.93)</b>	<b>(913.88)</b>
Proceeds from availments	(54.40)	-	-	(54.40)
Repayments	519.03	54.40	49.33	622.77
Non- Cash Transactions	-	-	(37.54)	(37.54)
Interest Expenses	10.42	17.25	(18.70)	8.97
Interest Paid	(10.42)	(17.25)	-	(27.67)
<b>Debt as at 31st March 2025</b>	<b>(55.12)</b>	<b>(108.80)</b>	<b>(237.84)</b>	<b>(401.76)</b>

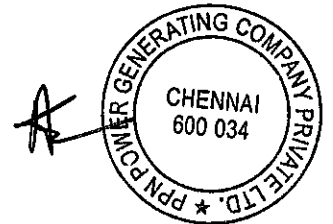


**PPN Power Generating Company Private Limited**  
**Notes to Financial Statements for the year ended 31st March, 2025**

Note No	Particulars	As at 31st March, 2025 Rs. In Lakhs	As at 31st March, 2024 Rs. In Lakhs
<b>11 (a)</b>	<b>Trade Payables</b>		
	<b>Current</b>		
(i) #	Total outstanding dues of micro enterprises and small enterprises	59.08	94.87
(ii) *	Total outstanding dues of creditors other than micro enterprises and small enterprises	1,398.06	1,384.80
#	(Refer note :22 for dues to Micro and Small Enterprises)		
*	( Refer note : 30 for dues to related parties )		
	Refer Note 11(a) for Ageing of Trade Payable	<b>1,457.14</b>	<b>1,479.67</b>
<b>11 (b)</b>	<b>Other Financial Liabilities</b>		
	<b>Current</b>		
(i)	Capital Creditors	-	29.57
(ii)	Employee benefits payable	-	-
	<b>Total</b>	<b>-</b>	<b>29.57</b>
<b>12</b>	<b>Other Current Liabilities</b>		
	Statutory dues	88.65	108.09
	Club Subscription Payable	0.94	1.33
	<b>Total</b>	<b>89.59</b>	<b>109.42</b>
<b>13</b>	<b>Provisions</b>		
	<b>Non-Current</b>		
	<u>Provision for Doubtful debts and Financial Assets</u>		
	Provision for doubtful debt	-	-
	Provision for doubtful financial asset	-	-
	<u>Provision for Employee Benefits</u>		
(i)	Provision for Compensated Absences	172.37	233.43
	<b>Sub-Total</b>	<b>172.37</b>	<b>233.43</b>
	<u>Provision for De-Commissioning Liability</u>		
(ii)	De-commissioning liability	163.50	152.12
	<b>Sub-Total</b>	<b>163.50</b>	<b>152.12</b>
	<b>Total</b>	<b>335.87</b>	<b>385.55</b>
	<b>Current</b>		
	<u>Provision for Employee Benefits</u>		
(i)	Provision for Compensated Absences	129.82	96.62
(ii)	Provision for Gratuity	193.98	145.92
	<b>Total</b>	<b>323.80</b>	<b>242.54</b>
	<b>Movement in provisions:</b>		
	<u>Provision for De-commissioning liability</u>		
	Opening Balance	152.12	141.51
	Additional provision made during the year	11.38	10.62
	Provision (used/reversed) during the year	-	-
	Closing Balance	<b>163.50</b>	<b>152.12</b>
<b>14</b>	<b>Current Tax Liabilities (Net)</b>		
	Provision for taxation (Net)	-	-
	( Net of Advance Taxes and TDS)	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

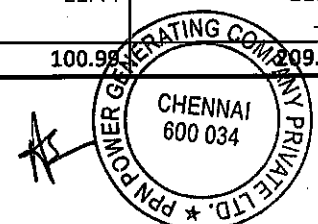
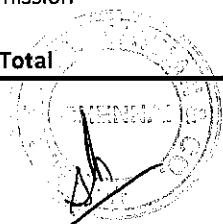


Ageing of Trade payables as per schedule 11(a)					
Particulars	FOR THE FY 2024-25				
	Outstanding for following periods from Date of Transaction				
	Less than 1year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	59.09	-	-	-	59.09
(ii) Others	1,360.10	-	-	-	1,360.10
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Sundry Creditors (Sub-Total )	1,419.18	-	-	-	1,419.19
Accrued Expenses	29.47	-	-	-	29.47
Retention & EMD Payable	3.00	-	4.88	0.60	8.48
<b>TOTAL</b>	<b>1,451.66</b>	<b>0.00</b>	<b>4.88</b>	<b>0.60</b>	<b>1,457.14</b>
Particulars	FOR THE FY 2023-24				
	Outstanding for following periods from Date of Transaction				
	Less than 1year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	94.87	-	-	-	94.87
(ii) Others	670.52	328.55	307.01	-	1,306.08
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Sundry Creditors (Sub-Total )	765.39	328.55	307.01	-	1,400.95
Accrued Expenses	62.73	0.16	0.16	2.30	65.35
Retention & EMD Payable	3.77	1.00	0.74	7.86	13.37
<b>TOTAL</b>	<b>831.89</b>	<b>329.71</b>	<b>307.91</b>	<b>10.16</b>	<b>1,479.67</b>



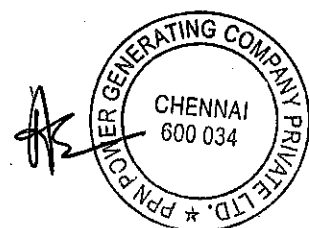
**PPN Power Generating Company Private Limited**  
**Notes to Financial Statements for the year ended 31st March, 2025**

Note No	Particulars	As at 31st March, 2025 Rs. In Lakhs	As at 31st March, 2024 Rs. In Lakhs
15	<b>Revenue from Operations</b> <u>Sale of Power to TNPDC (Formerly TANGEDCO)</u> Operating lease income  (Also Refer Notes 3(c),21(iii) and Note 34)	-	-
	<b>Total</b>	-	-
16	<b>Other Income</b> <u>Other Non-Operating Income</u> Interest on deposits with banks Interest on income tax refund Interest from Holding Company Interest from REIT Interest from Bonds and Debentures Dividend Income from REIT Dividend Income Realised Income From MF Unrealised Income From MF Gain on Exchange Fluctuation (Net) Provision for doubtful deposit (Reversal) Net proceeds from sale of Raw Materials Scrap Sales Income Miscellaneous Income	73.34 4.24 1,032.71 - 101.66 - 7.46 425.14 (217.63) 26.62 - 418.82 12.15 18.47	59.09 38.43 228.20 18.21 - 12.96 - 592.38 113.92 - 100.00 - 13.72 15.24
	<b>Total</b>	<b>1,902.99</b>	<b>1,192.15</b>
17	<b>Cost of Raw Materials Consumed</b> Consumption of fuel (feed stock)	31.10	43.50
	<b>Total</b>	<b>31.10</b>	<b>43.50</b>
18	<b>Employee Benefits Expense</b> (a) Salaries, Bonus, Incentive and Allowances (b) Contribution to Provident and Other Funds (c) Staff Welfare Expenses	2,602.06 368.68 48.62	2,586.00 271.85 68.68
	<b>Total</b>	<b>3,019.37</b>	<b>2,926.53</b>
19	<b>Finance Costs</b> <u>Interest Expense</u> <u>From Banks</u> Term Loans Cash Credit and Other Short-term Borrowings On term Loan – Kotak Mahindra Bank  From Holding company Working Capital Others  Interest on lease liability  <u>Other Borrowing Costs</u> Loan Processing Fees Bank Guarantee/Letter of credit commission Interest on delayed statutory dues	- 10.42 17.25 - - 0.00 18.70 33.18 21.44 -	- 26.17 17.22 - - - 17.27 127.08 21.44 -
	<b>Total</b>	<b>100.99</b>	<b>209.18</b>



**PPN Power Generating Company Private Limited**  
**Notes to Financial Statements for the year ended 31st March, 2025**

Note No	Particulars	As at 31st March, 2025 Rs. In Lakhs	As at 31st March, 2024 Rs. In Lakhs
<b>20</b>	<b>Other Expenses</b>		
(a)	Rent - Office Premises	11.80	4.01
(b)	Lease Rentals	24.60	14.07
(c)	Rates and Taxes	58.74	55.88
(d)	Power	198.58	340.96
(e)	Consumption of Stores and Spares (Net)*	1,337.90	1,304.63
(f)	<u>Repairs and Maintenance</u>		
	Buildings	46.97	67.32
	Plant and Machinery	588.57	752.69
	Others	369.57	385.31
(g)	Insurance	280.26	334.78
(h)	Travelling and Conveyance	68.71	90.13
(i)	Legal and Professional Fees**	523.67	933.25
(j)	Auditors' Remuneration (Refer Note 23)	26.55	65.16
(k)	Loss on Exchange Fluctuation (Net)	-	-
(l)	Directors' Sitting Fees	8.50	14.63
(m)	Corporate social responsibility expenditure (Refer Note 27)	1.61	14.11
(n)	Donations	17.02	28.86
(o)	Internet Expenses	17.13	20.38
(p)	Subscription & Sponsorship	12.73	16.24
(q)	Gifts & Compliments	19.92	19.45
(r)	General office expenses	19.26	25.70
(s)	G & A Hostel & Restaurant	21.79	23.05
(t)	Miscellaneous Expenses	46.40	32.11
(u)	Deposit written off	-	27.58
(v)	Cash discount	-	-
(w)	Project Development Expenses	10.85	-
	<b>Total</b>	<b>3,711.12</b>	<b>4,570.30</b>
* Consumption of Stores and Spares includes:			
1. Amortisation of machinery spares (Hot Gas Spare Parts) due to technical obsolescence		1,286.38	1,286.38
2. Reversal of excess inventory provision created in previous years.		(144.84)	(240.71)
*** Legal and Professional fees includes liasoning agency fees			



**PPN Power Generating Company Private Limited**  
**Notes forming part of the financial statements for the year ended 31 March 2025**

**21. Contingent Liabilities and Commitments**  
 Claims against the company not acknowledged as debts.

**I.(a) Direct Tax Matters**

S. No.	Details	Rs.in lakhs	
		As at 31 March 2025	As at 31 March 2024
1	Income tax demands against which the Company is on Appeal/ Rectification	26.97	26.97
2	Income tax demands decided in favour of the Company against which the Department has gone on appeal	659.36	659.36
3	High Court granted stay against Income Tax show cause notice	-	8,557.95

**I.(b) Indirect Tax Matters**

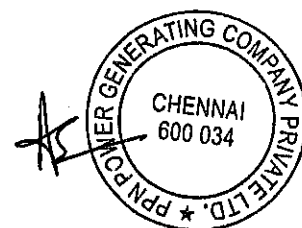
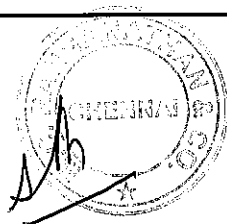
S. No.	Details	Rs.in lakhs	
		As at 31 March 2025	As at 31 March 2024
1	Differential Customs duty on Capital Imports	-	-

**Note:**

Notices/letters received from Income Tax Authorities pending formal demand orders have not been considered as Contingent Liabilities by the Company.

**II. Capital Cost**

On a petition filed by TNPDC (Formerly TNPDC (Formerly TANGEDCO)) before TNERC to fix the Capital Cost, the orders from TNERC were received during the Financial Year 2013-14 and the Capital Cost had been fixed as Rs. 1,32,976 Lakhs. TNPDC had filed an appeal before The Honourable Appellate Tribunal for Electricity (APTEL) challenging certain items to the tune of Rs. 4,247 Lakhs (Net) which had been included as part of the total capital cost determined. Similarly, the Company had also gone on Appeal before APTEL challenging certain items disallowed in the determination of capital cost to the tune of Rs. 1,973 lakhs. APTEL had dismissed both the appeals as devoid of merits. During the year 2014-15, the company and TNPDC (Formerly TANGEDCO) had filed separate appeals in Hon. Supreme Court in this matter which is yet to be listed for hearing. (Also Refer Note A3 (c)).



### III. Claims/Appeals by TNPDC (Formerly TANGEDCO)/Company

#### 1) Specified Taxes

In the matter of the Company's petition before TNERC in respect of the specified tax claim with interest on late payments, TNERC and, subsequently, APTEL had upheld the Orders in favour of the Company. TNPDC (Formerly TANGEDCO) has filed an appeal before the Honourable Supreme Court of India against the Order of APTEL which continues to be pending for hearing.

#### 2) Claims by TNPDC (Formerly TANGEDCO)

In the matter of "Delayed Payment of Receivables", the Hon. Supreme Court passed its judgement dated 04.04.2014 in favour of the company asking TNPDC (Formerly TANGEDCO) to pay the entire amount of interest due on compounding basis. The company, aggrieved by TNPDC's (Formerly TANGEDCO) continued non-payment of its dues under this claim, filed an "Execution Petition" before APTEL to enforce the decree passed by the Hon. Supreme Court. During the hearing of Execution Petition before APTEL, TNPDC (Formerly TANGEDCO) had made an alleged counter claim of Rs.1,10,000 lakhs as due from the company. APTEL, while passing its orders on 19.11.2014, inter-alia, had dealt with certain issues which could potentially negate the powers and protection enshrined in the provisions of the PPA to the company as well as exceeding in its purview of deciding on an Execution Petition by dealing with issues that ought to have been raised during the arbitration proceedings before TNERC. The Company, to protect its rights under the PPA and to also restrict APTEL's purview under the Execution Petition has filed an appeal before the Hon. Supreme Court in the matter which has been admitted and is yet to be heard completely. (Note 34)

The uncertainties relating to any cash outflow/possible reimbursement are dependent on the outcome of the various legal proceedings which have been initiated by the Company or the claimants, as the case may be and, therefore, cannot be predicted accurately.

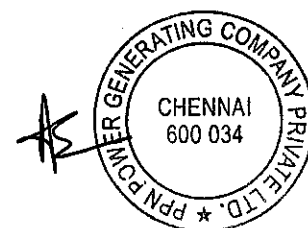
#### 3) FCC claim due to Tsunami

The company filed a petition in 2009-10 before TNERC in the case of Fixed Capacity Charges of Rs.3,257 lakhs allegedly withheld by TNPDC (Formerly TANGEDCO) in respect of a force majeure event consequent to Tsunami in 2004-05. TNERC has pronounced its Final Order on 2 March 2011 in favour of the company. TNPDC (Formerly TANGEDCO) had filed an appeal with condonation of delay before APTEL against the order of TNERC during 2017-18 year and the matter is admitted and started hearing in April 2022.

### IV. Bank Guarantees and LC's

S. No.	Details	Rs. In lakhs	
		As at 31 March 2025	As at 31 March 2024
1	In respect of Letters of Credit (LC) issued by the Bankers	-	2,675.47
2	Guarantees given towards Customs duty payable *	134.99	11.75
3	Bank Guarantee given to IOCL (Indian Oil Corporation Limited)	773.54	665.00

\* Refer Note No. 21.1. (b)



PPN Power Generating Company Private Limited

22 Disclosure pursuant to The Micro, Small and Medium Enterprises Development Act, 2006

Amounts due to Micro Enterprises and Small Enterprises :

The amount due to Micro Enterprises and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent of such parties have been identified on the basis of information available with the Company.

Particulars	Rs. In Lakhs	
	31-Mar-25	31-Mar-24
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	59.08	94.87
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

23 Auditors' Remuneration

Details	Rs. In lakhs	
	For the Year Ended 31 March 2025	For the Year Ended 31 March 2024
(I) To Statutory Auditors		
* -For Audit	16.52	41.60
-For Tax Audit	1.18	4.00
-Other Services	0.00	0.00
(II) To Internal Auditors		
- For Audit	8.85	8.21
Out of Pocket Expenses	0.00	0.00
(III) To Cost Auditors for cost audit (including GST)	0.00	2.50
<b>Total</b>	<b>26.55</b>	<b>56.31</b>

Rs.41.60 lacs in Financial Year 2023-24 includes Rs.15.60 lacs towards special audit fees for special purpose financial statements.

24 Remittances During the Year in Foreign Currency on Account of Dividends to Non-Resident Shareholders (On Cash Basis)

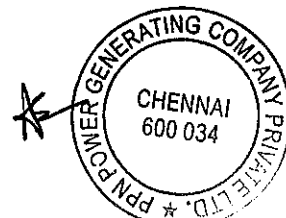
As no dividend was paid during the year (Previous Year - Nil), there was no remittance during the year (Previous Year - Nil).

25 Forward Exchange Contracts

During the year, the company had not entered into any Forward Foreign Exchange Contracts. There was no outstanding as at 31 March 2025 and as at 31 March 2024.

26 Unhedged Foreign Currency Exposure

Particulars	As at 31 March 2025		As at 31 March 2024	
	Amount in Foreign Currency	Amount in Rs. In lakhs	Amount in Foreign Currency	Amount in Rs. In lakhs
Payable - JPY (For Travel reimbursement)	-	-	-	-
Payable - USD (For LC - Import from YOKAHAMA)	-	-	-	-



**PPN Power Generating Company Private Limited**

**27 Corporate Social Responsibility**

Gross amount required to be spent by the company during the year is Nil. However the company has spent Rs.1.61 lakhs during the year under self imposed CSR activities for which break-up is given below:

(Rs. In lakhs)

CSR Activity	2024-25			2023-24		
	Amount spent	Unspent Amount	Total	Amount	Unspent Amount	Total
1. Construction/Acquisition of any asset	-	-	-	-	-	-
2. Other than construction/acquisition of any asset:						
a.Promoting Education	0.25	-	0.25	0.25	-	0.25
b.Promoting Health Care	0.11	-	0.11	10.11	-	10.11
c.Ensuring Environmental Sustainability	0.15	-	0.15	0.68	-	0.68
d.Promoting Rural Sports	1.11	-	1.11	1.33	-	1.33
e.PM relief fund	-	-	-	1.74	-	1.74
3.Other CSR Activities as per Schedule VII						
a. Donation to Temples and Church	-	-	-	-	-	-
<b>Total</b>	<b>1.61</b>	<b>-</b>	<b>1.61</b>	<b>14.11</b>	<b>-</b>	<b>14.11</b>

**28 Employee Benefits**

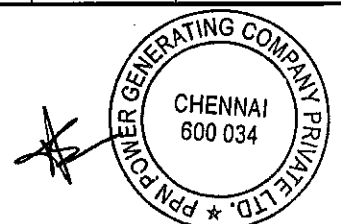
**28.1 Defined Contribution Plans**

The Company makes Provident Fund and Superannuation Fund contributions for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs. 116.13 lakhs (Previous Year : Rs.110.45 lakhs) for Provident Fund contributions and Rs. 121.98 lakhs (Previous Year : Rs. 112.18 lakhs) for Superannuation Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

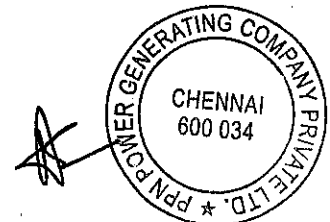
**28.2 Defined Benefit Plans - Gratuity**

The Company's obligation towards the Gratuity Fund is a Defined Benefit Plan which is funded with Life Insurance Corporation of India through PPN Power Employee's Gratuity Trust. The following table sets out the funded status of the Gratuity scheme and the amount recognised in the financial statements as per the Actuarial Valuation done by an Independent Actuary;

Particulars	2024-25	2023-24
<b>Change in Benefit Obligation</b>		
Projected Benefit Obligation as at Year Beginning	504.82	560.34
Service Cost	38.63	35.06
Interest Cost	34.05	37.82
Effect of changes in Demographic Assumptions	(41.07)	(35.33)
Effect of changes in Financial Assumptions	14.89	(37.24)
Effect of Experience Adjustments	69.90	9.96
Benefits Paid	(32.57)	(65.79)
Projected Benefit Obligation as at Year End	588.64	504.82
	-	-
<b>Change in Plan Assets</b>		
Fair Value of Plan Assets as at Year Beginning	358.90	352.12
Adjustment to opening balance	-	-
Interest Income	25.27	24.49
Employer's Contribution	39.93	44.71
Benefits Paid	(32.57)	(65.79)
Return on Plan Assets (excluding interest income)	3.13	3.38
Fair Value of Plan Assets as at Year End	394.66	358.91



Particulars	2024-25	2023-24
<b>Amounts Recognised in the Balance Sheet</b>		
Projected Benefit Obligation as at Year End	588.64	504.82
Fair Value of the Plan Assets at the Year End	(394.66)	(358.90)
Liability/(Asset) Recognised in the Balance Sheet	193.98	145.92
<b>Cost of Defined Benefit Plan for the Year</b>		
Current Service Cost	38.63	35.06
Interest on Obligation	34.05	37.82
Interest Income	(25.27)	(24.49)
Net Actuarial Loss/(Gain) Recognized in the Year	-	65.98
Past Service Cost		
Net Cost to be recognized	47.41	(17.61)
Recognised in Other Comprehensive Loss / (Gain)	40.59	(65.98)
Recognised in Statement of Profit & Loss A/c	(47.41)	48.39
<b>Actual Return on Plan Assets</b>		
Expected Return on Plan Assets	25.27	24.49
Actuarial (Loss) / Gain on Plan Assets	3.13	3.38
Actual Return On Plan Assets	28.40	27.87
<b>Actuarial Loss(Gain)</b>		
<b>Obligation</b>		
Demographic Assumptions	(41.07)	(35.33)
Experience Adjustments	69.90	9.96
Assumption Change	14.89	(37.24)
Total	43.71	(62.61)
<b>Plan Assets - Gain/(Loss)</b>		
Experience Adjustments	3.13	3.38
Assumption Change	-	-
Total	3.13	3.38
<b>Obligation</b>		
Current	166.62	103.30
Non Current	422.02	401.52
<b>Net Obligation</b>		
Current	193.98	145.92
Non Current	-	-



Particulars	2024-25	2023-24
<b>Sensitivity Analysis - DBO end of Period</b>		
Under Base Scenario	588.64	504.82
Discount rate + 100 basis Points	605.14	476.27
Discount rate - 100 basis Points	573.05	532.75
Salary increase Rate + 1%	586.44	532.22
Salary increase Rate - 1%	591.00	480.01
Attrition rate + 1%	568.88	501.01
Attrition rate - 1%	606.10	509.06
<b>Expected Cash Flows for the following years</b>		
Expected Employer contribution/Addl provision for the next year	210.82	159.46
Expected total benefit payments	577.53	480.39
Year 1	177.53	110.50
Year 2	126.37	51.31
Year 3	87.38	77.99
Year 4	68.06	54.99
Year 5	49.26	46.99
Next 5 years	150.75	159.36
<b>Assumptions</b>		
Discount Rate (p.a)	6.55%	6.97%
Future Salary Increase (p.a)	9.00%	9.00%
Expected Rate of Return on Plan Assets (p.a)	6.97%	7.17%
Mortality	100% of IALM 12-14	Indian Assured Lives Mortality (2012-14) Ultimate
Attrition	23.00%	12.00%

**Notes:**

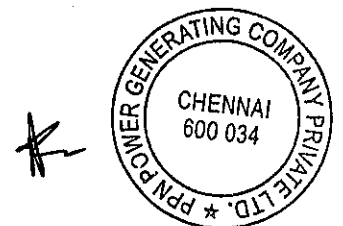
1. The entire Plan Assets are managed by Life Insurance Corporation of India (LIC). The details with respect to the composition of investments in the fair value of Plan Assets have not been disclosed in the absence of necessary information.
2. The Expected Return on Plan Assets is as furnished by an independent Actuary.
3. The estimate of future salary increase takes into account inflation, likely increments, promotions and other relevant factors.
4. Discount rate is based on the prevailing market yields of Indian Government Bonds as at the Balance Sheet date for the
5. Experience Adjustments

Particulars	2023-24	2022-23	2021-22	2020-21	2019-20
Experience Adjustments on Plan Liabilities – Losses/(Gains)	9.96	74.28	14.99	10.00	(18.00)

**28.3 Defined Benefit Plan-Compensated Absences and Sick Leave**

The key assumptions, as provided by an independent actuary, used in the computation of provision for compensated absences are as given below:

Particulars	For the Year Ended 31 March 2025	For the Year Ended 31 March 2024
Discount Rate (% p.a)	6.55%	6.97%
Future Salary Increase (% p.a)	9%	9%
Attrition (% p.a)	23%	12%
Expenses recognised in the statement of P&L	-35.73	-3.72
Net Liability recognised in Balance Sheet	302.19	330.05



**PPN Power Generating Company Private Limited**

**29 Segment Reporting**

The primary reporting of the Company has been made on the basis of business segments. The Company has only one business segment as defined in Indian Accounting Standard (Ind AS) 108 on Segment Reporting, which is the "Generation and Supply of Electricity". Accordingly, the amounts appearing in these financial statements relate to this primary business segment only.

Further, since the revenue from within India and the assets within India represents the total revenues and total assets, respectively, of the Company, the disclosure requirements of geographical segments as per the aforesaid Standard are also not applicable.

**30 Related Party Transactions**

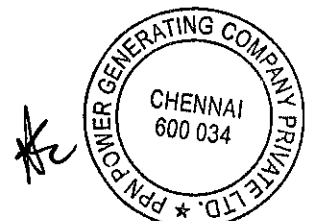
**Names of Related Parties and Nature of Relationship**

Particulars	2024-25	2023-24
Ultimate Holding Company	*Aapex Power and Industries Private Limited (Formerly Known as Apollo Infrastructure Projects Finance Company Private Limited)	*Aapex Power and Industries Private Limited (Formerly Known as Apollo Infrastructure Projects Finance Company Private Limited)
Holding Company	*Aapex Power and Industries Private Limited (Formerly Known as Apollo Infrastructure Projects Finance Company Private Limited)	*Aapex Power and Industries Private Limited (Formerly Known as Apollo Infrastructure Projects Finance Company Private Limited)
Entity exercising Significant Influence	NA	Marubeni Corporation( Until 27-12-2023)
Key Management Personnel	Mr.P.Karthik Anand Reddy - Vice Chairman	Mr.P.Karthik Anand Reddy - Managing Director
	Mr.Harshad Reddy – Managing Director	Mr.Harshad Reddy – Joint Managing Director
	Mr.Sudheer Reddy- Chief Financial Officer	Mr.Sudheer Reddy- Chief Financial Officer
	Ms.Kirti Bafna- Company Secretary	Ms.Kirti Bafna- Company Secretary
Directors	Mr.M.S .Menon	Mr.M.S .Menon
	Ms. Preetha Reddy - Director	Ms. Preetha Reddy - Director
		Mr. K M Gupta - Director
Enterprise over which Key Management Personnel can exercise Significant Influence	Apollo Hospitals Enterprise Limited	Apollo Hospitals Enterprise Limited
	Lifetime Wellness RX International Ltd	Lifetime Wellness RX International Ltd
	PPN Power Employee's Super Annuation Trust	PPN Power Employee's Super Annuation Trust
	PPN Power Employees Gratuity Fund	PPN Power Employees Gratuity Fund
Enterprise over which relatives of Key Management Personnel can exercise Significant Influence	Faber Sindoori Management Services Private Limited	Faber Sindoori Management Services Private Limited
	Apollo Sindoori Hotels Limited	Apollo Sindoori Hotels Limited

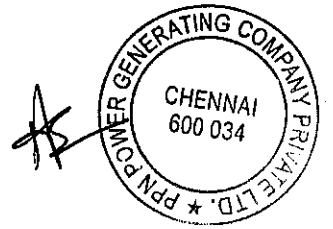
Related party relationships are as identified by the Management and relied upon by the auditors.

**Transactions with the Related Parties (Gross of withholding tax wherever applicable)**

Particulars	Related Party	Rs. In lakhs	
		2024-25	2023-24
<b>Expenditure:</b>			
Reimbursement of Travel Expenses	Marubeni Corporation	0.00	18.41
Directors Sitting Fees		0.00	3.20
Maintenance Charges for Medical Center and other Medical Expenses	Lifetime Wellness RX International Ltd	51.43	53.56



Particulars	Related Party	2024-25	2023-24
Health Care and Medical Expenses	Apollo Hospitals Enterprise Limited	6.24	3.99
Housekeeping services	Faber Sindoori Management Services Private Limited	46.87	36.61
Pantry Services	Apollo Sindoori Hotels Limited	13.22	16.41
Unsecured loan received	Aapex Power and Industries Private Limited	0.00	0.00
Unsecured loan repaid		0.00	0.00
Unsecured loan given		766.61	8228.20
Unsecured loan Interest Income Received		1032.71	228.20
Interest expense		0.00	0.00
Superannuation Contributed	Aapex Power and Industries Private Limited	0.00	0.00
Advance for expenses		0.00	0.00
Security Deposit		0.00	0.00
Rent		21.64	20.61
Directors Sitting Fees	Harshad Reddy	1.60	2.40
	K M Gupta	0.00	1.60
	Karthik Anand Reddy	1.60	2.00
	Preetha Reddy	2.16	2.60
	M.S Menon	2.20	3.00
<b>Balances as at Year End</b>			
Particulars	Related Party	2024-25	2023-24
<b>Receivable</b>			
Balance Receivable as at Year End	*Aapex Power and Industries Private Limited (Formerly Known as Apollo Infrastructure Projects Finance Company Private Limited)	8994.81	8228.20
	PPN Power Employee's Superannuation Trust	0.03	0.03
Security Deposit For Office Premises	*Aapex Power and Industries Private Limited (Formerly Known as Apollo Infrastructure Projects Finance Company Private Limited)	7.43	7.43



Particulars	Related Party	2024-25	2023-24
<b>Payable</b>			
	Mr. P. Karthik Anand Reddy	0.36	0.36
	Mr. Harshad Reddy	0.36	
	Ms. Preetha Reddy	0.54	0.90
	M.S Menon	0.90	0.00
	Apollo Hospitals Enterprise Limited	-0.14	0.00
	Apollo Sindoori Hotels Limited	1.94	2.57
	Lifetime Wellness RX International Ltd	7.56	12.12
	Faber Sindoori	7.07	3.22
Balance Payable as at Year End	Apollo Hospitals Enterprise Limited	0.32	0.00
	*Apex Power and Industries Private Limited (Formerly Known as Apollo Infrastructure Projects Finance Company Private Limited)	0.16	0.16
	PPN Power Employee's Gratuity Fund	0.00	0.00
	PPN Power Employee's Superannuation Trust	0.00	0.00
	Marubeni Corporation	0.00	0.00

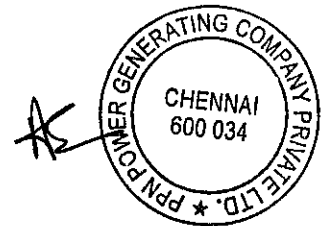
**Details of Remuneration to Key Management Personnel (excluding Sitting Fees and including incentives on payment basis)**

Rs. In lakhs

Particulars	Salary, Bonus, Incentive and Perquisites		Contribution to Provident and Other Funds	
	2024-25	2023-24	2024-25	2023-24
Mr.P.Karthik Anand Reddy - Managing Director	526.01	462.21	67.95	52.79
Mr.Harshad Reddy – Joint Managing Director	651.34	462.21	67.95	52.79
Mr. Sudheer Reddy- Chief Financial Officer	175.00	246.20	7.56	15.47
Ms. Kirti Bafna- Company Secretary	13.58	14.73	0.53	0.53
<b>Total</b>	<b>1,365.93</b>	<b>1,185.35</b>	<b>143.99</b>	<b>121.58</b>

**Notes:**

- a) The Managing Director and Joint Managing Director are covered under the Company's gratuity scheme with LIC along with other employees of the Company. The above figures do not include provision made towards gratuity, compensated absences as the provision is made on a consolidated basis on Actuarial Valuation for the company as a whole.
- b) Perquisites are valued as per the Income Tax Act/Rules wherever cost is not ascertainable.
- c) Variable pay of KMPs disclosed on payment basis



PPN Power Generating Company Private Limited

Note 31: Disclosure under INDAS 116 Leases  
As Lessee

31.1 Amounts recognised in the statement of Profit or Loss.  
The following amounts were recognised as expense in the year

	Rs in lakhs	Rs in lakhs
	March 31,2025	March 31,2024
Depreciation of right- use-assets	52.47	44.13
Expenses relating to short term leases and low value assets	36.40	18.08
Interest on lease liabilities	18.70	17.27
<b>Total recognised in the Company's statement of Profit and loss</b>	<b>107.57</b>	<b>79.48</b>

31.2 Total Liabilities are analysed as follows

	Rs in lakhs	Rs in lakhs
	March 31,2025	March 31,2024
Current	31.37	39.62
Non- current	42.97	39.18
<b>Total</b>	<b>74.34</b>	<b>78.80</b>

31.3 Future Cash Flows

The following are the undiscounted contractual cashflows of lease liabilities based on lease agreement and could in reality be different from expectations.

Maturity analysis:

Less than 1 year	35.69
Between 1 year and 2 years	32.72
Between 2 years and 5 years	18.87
More than 5 years	0.00
<b>Total</b>	<b>87.28</b>

As Lessor

31.4 Project Assets under Operating lease - General Description of Lessor's leasing arrangements

PPN has designed, financed, constructed, owns and operates a power generating facility pursuant to the provisions of a 30 year Power Purchase Agreement ("PPA") until 2031 to sell its entire output to TNPDC (Formerly TANGEDCO). PPA is renewable for a period of 5 year thrice at substantially the same terms at the option of TNPDC (Formerly TANGEDCO). PPA determines the price of electricity sold and the minimum payment against the arrangement payable by TNPDC (Formerly TANGEDCO) for making the plant available. Significant risks and rewards arising out of running the plant rests with the Company.

Lease income under non-cancellable Operating lease (excluding reimbursement of fuel costs and specified taxes)

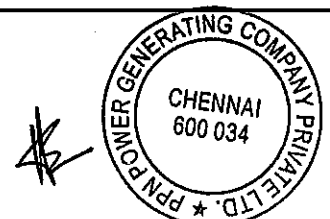
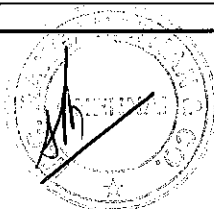
	Rs. In lakhs	
Particulars	For 2024-25	For 2023-24
Fixed capacity charges	0.00	0.00

Future minimum lease payments under non-cancellable operating leases in the aggregate and for each of the following periods:

	Rs. In lakhs	
Pertaining to the period	As on 31 March 2025	As on 31 March 2024
(i) Not later than one year	20,357.29	4,924.53
(ii) Later than one year and not later than five years	1,12,810.64	1,09,336.18
(iii) Later than five years	-	23,886.23
<b>Total</b>	<b>1,38,146.94</b>	<b>1,38,146.94</b>

32 Earnings per Share ("EPS")

Particulars	For the Year Ended 31 March 2025	For the Year Ended 31 March 2024
Profit After Tax - Rs. in lakhs	(5,459)	(18,709)
Number of Equity Shares (Face Value Rs. 100 per Share)	4,90,20,000	4,90,20,000
Earnings Per Share (Face Value Rs. 100 per Share)		
- Basic/Diluted - Rs.	(11.14)	(38.17)



PPN Power Generating Company Private Limited

34 Transactions with/Balances due from TNPDC (Formerly TANGEDCO)

(a) The details of various amounts billed and outstanding from TNPDC (Formerly TANGEDCO) and amounts to be billed as at the Balance Sheet date are summarized

Particulars	Note Reference	Rs in Lakhs	
		As at 31 March 2025	As at 31 March 2024
Trade Receivables - Gross	3 (c)	16,359.69	17,526.32
Other Financial Assets (Current) - Unbilled Revenue	3 (f)	-	-
* Other Financial Assets (Current)- Interest Compensation on Delayed Receipts (Gross)	3 (f)	43,680.80	43,680.80
<b>Total (Net)</b>		<b>60,040.49</b>	<b>61,207.12</b>

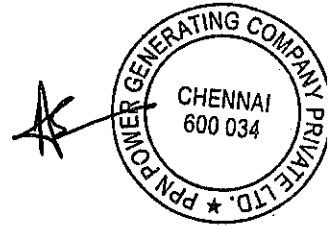
\* - This includes the amounts under litigation which is pending before the Honourable Supreme Court of India.

Particulars	Note Reference	As at	
		31 March 2025	31 March 2024
Trade Receivables - Net	3 (c)	1,047.09	2,213.72
Other Financial Assets (Current) - Unbilled Revenue	3 (g)	-	-
* Other Financial Assets (Current)- Interest Compensation on Delayed Receipts (Net)	3 (g)	170.80	170.80
<b>Total (Net)</b>		<b>1,217.89</b>	<b>2,384.52</b>

\* - This includes the amounts under litigation which is pending before the Honourable Supreme Court of India.

(b) The transactions with TNPDC (Formerly TANGEDCO) have been accounted in accordance with the Power Purchase Agreement ("PPA") and the Accounting Policies followed by the Company from time to time. The Board of Directors of the Company have evaluated the legal position of the provisions of the PPA, the pending approvals/acceptances/confirmation of balances by TNPDC (Formerly TANGEDCO) and the related judicial proceedings and have carried out a due evaluation of these significant factors affecting the financial statements and has suitably dealt with the same in the financial statements as explained below.

- Company in line with accounting policy, has not recognized the interest on delayed payment by TNPDC (Formerly TANGEDCO) from 1st April 2018.
- Company had provided during FY 2022-23 on Fixed Capacity charges for the period 25th April 2021 to 31st March 2022 and had not recognised the revenue for FY 2022-23 based on various factors considered by Companies Board, including market conditions, discussions with TNPDC (Formerly TANGEDCO), status of legal cases etc., - With no material change from FY 2022-23 position, Company continues not to recognise Fixed Capacity Charge Income and Interest on delayed payments during the current financial year.
- However, the Company proposes to continue with its claim on TNPDC (Formerly TANGEDCO) and all the existing litigations until finality is reached.



**33 Taxes on Income - Ind AS 12 - Income Taxes**

The Company has not made any provision for Current Tax in view of carried forward losses of previous years. The Company has elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Due to the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern as explained in Note 40, the entire Deferred Tax Asset (DTA) has been written off in the previous year. During the year, an adjustment of ₹4.93 lakhs has been made towards demand raised in assessment proceedings relating to AY 2020-21. The same has been adjusted against income-tax refund receivable and is disclosed under 'Taxes of Earlier Years' in the Statement of Profit and Loss.

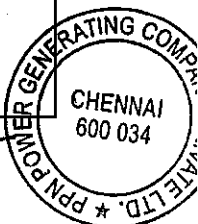
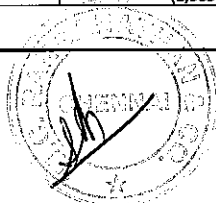
**Deferred Tax Liability/Asset (Net) & MAT Credit**

In accordance with the Ind AS 12 – Income Taxes, the company has as at 31st March 2025 Rs. 0.00 as Deferred Tax Asset (As at 31st March 2024 - 0 lakhs) in respect of certain timing differences. The details are as follows:-

Rs.In Lakhs				
Particulars	As at 31 March 2023	Charged/(Credited) to the Statement of Profit and Loss	Charged/(Credited) to other Comprehensive Income	As at 31 March 2024
<b>Deferred Tax Liability/(Asset)</b>				
On Account of:				
Depreciation	(2309.02)	2309.02		0.00
Deferred Value Incentive/ Managerial remuneration	(0.00)	0.00		(0.00)
Compensated Absences/Gratuity	(134.43)	134.43	0.00	0.00
MTM gain (Unrealised gain)	79.69	(79.69)		0.00
Provision for Doubtful Advances	(31.76)	31.76		0.00
Provision for Doubtful Debts	(1312.95)	1312.95		0.00
Rou Asset & lease liability	(21.26)	21.26		0.00
Major Overhaul	249.02	(249.02)		0.00
Unabsorbed Depreciation Loss & Business Loss	(6196.83)	6196.83		0.00
<b>Net Deferred Tax Liability/(Asset)</b>	<b>(9677.54)</b>	<b>9677.54</b>	<b>0.00</b>	<b>(0.00)</b>
<b>ADD: MAT credit Entitlement</b>				
<b>Total Deferred Tax Assets</b>	<b>(9677.54)</b>	<b>9677.54</b>	<b>0.00</b>	<b>(0.00)</b>
Particulars	As at 31 March 2024	Charged/(Credited) to the Statement of Profit and Loss	Charged/(Credited) to other Comprehensive Income	As at 31 March 2025
<b>Deferred Tax Liability/(Asset)</b>				
On Account of:				
Depreciation	0.00	0.00		0.00
Deferred Value Incentive/ Managerial remuneration	(0.00)	0.00		(0.00)
Compensated Absences/Gratuity	0.00	0.00	0.00	0.00
MTM gain (Unrealised gain)	0.00	0.00		0.00
Provision for Doubtful Advances	0.00	0.00		0.00
Provision for Doubtful Debts	0.00	0.00		0.00
Rou Asset & lease liability	0.00	0.00		0.00
Major Overhaul	0.00	0.00		0.00
Unabsorbed Depreciation Loss & Business Loss	0.00	0.00		0.00
<b>Net Deferred Tax Liability/(Asset)</b>	<b>(0.00)</b>	<b>0.00</b>	<b>0.00</b>	<b>(0.00)</b>
<b>ADD: MAT credit Entitlement</b>				
<b>Total Deferred Tax Assets</b>	<b>(0.00)</b>	<b>0.00</b>	<b>0.00</b>	<b>(0.00)</b>

**Reconciliation of actual tax expense and effective tax rate**

Particulars	For the Year Ended 31-Mar-25	For the Year Ended 31-Mar-24
Profit before Tax (PBT) including other Comprehensive income	(5,495.08)	(8,965.13)
Statutory Tax Rate	25.168%	25.168%
Tax at statutory tax rate (PBT x Statutory Tax rate)	(1,383.00)	(2,256.35)
<b>Items leading to difference in effective rate compared to statutory tax rate:</b>		
Difference in tax for items which are not allowed as deduction	-	-
Effect of remeasurement of DTA on adoption of 115BAA	-	-
Reversal of DTA due to expiry of loss	-	-
Restriction of carry forwards to the extent of future taxable income / Reversal of DTA	-	11,933.89
Others	-	-
<b>Total</b>	<b>(1,383.00)</b>	<b>9,677.54</b>
less: Income tax expense reported in Other Comprehensive Income	-	-
<b>Balance Tax Expense reported in Statement of P&amp;L</b>	<b>(1,383.00)</b>	<b>9,677.54</b>



**PPN Power Generating Company Private Limited**

**35 Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include security deposits, trade and other receivables, and cash and short-term deposits that are derived directly from its operations.

The company is exposed to :

1. Credit risk;
2. Liquidity risk; and
3. Market risk

The Managing Director, the Joint Managing Director and the Company's Senior Management, have overall responsibility for the establishment and review of the Company's risk management framework. The Board of Directors oversee how management monitors compliance with the Company's risk management policies and procedures. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities.

**1. Credit Risk**

Credit risk is the risk that the counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its trade and other receivables and treasury operations.

**Trade and Other Receivables**

The Company has only one customer, TNPDC (Formerly TANGEDCO), to which the entire power generated by the Company is sold. The booking of revenue, terms of repayment is based on the Power Purchase Agreement of the Company with TNPDC (Formerly TANGEDCO).

An impairment analysis is performed at each reporting date. Receivables from TNPDC (Formerly TANGEDCO) are backed by an Irrevocable and Unconditional Guarantee by the Government of Tamil Nadu to pay every sum which TNPDC (Formerly TANGEDCO) is liable to pay the Company.

The maximum exposure to credit risk at the reporting date is the carrying value disclosed in Note 3(c) and 3 (g).

**Financial Assets which are due and not impaired**

Year Ended 31 March 2025	0 - 30 days due	30 - 180 days due	180 - 365 days due	> 365 days due	TOTAL
Trade Receivables				1,047.29	1,047.29

Year Ended 31 March 2024	0 - 30 days due	30 - 180 days due	180 - 365 days due	> 365 days due	TOTAL
Trade Receivables				2,213.72	2,213.72

Year Ended 31 March 2025	< 365 days due	> 365 days due	TOTAL
Interest on Late payments	170.80		170.80

Year Ended 31 March 2024	< 365 days due	> 365 days due	TOTAL
Interest on Late payments	170.80		170.80

Year Ended 31 March 2025	< 365 days due	> 365 days due	TOTAL
Unbilled Revenue ( Not Due)			

Year Ended 31 March 2024	< 365 days due	> 365 days due	TOTAL
Unbilled Revenue ( Not Due)			

(Also Refer Note: 34)

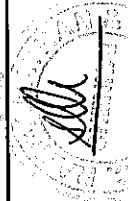
**Cash and Bank Balances:**

Credit risk from balances with banks is managed by the Finance department and overseen by the Managing Director and Joint Managing Director and reviewed by the Board of Directors on periodical basis. All balances and deposits are held with reputed banks

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2025 and March 31, 2024 is the carrying amounts as disclosed in Note 3(b),3(d) and 3 (e)

**Financial assets which are neither due nor impaired**

Cash and cash equivalents and other assets are neither due nor impaired.



**PPN Power Generating Company Private Limited**

**II. Liquidity Risk**

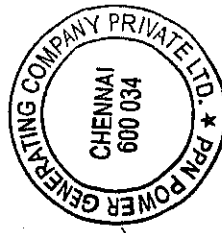
Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. This risk is managed by the Finance department overseen by the Managing Director and Joint Managing Director.

The Company ensures as far as possible, sufficient liquidity to meet its liabilities when due. The Company delivers its entire capacity to a single customer and predominantly dependent on TNPDC (Formerly TANGEDCO). The trade receivables are the primary source of financial asset of the Company for meeting all its liabilities

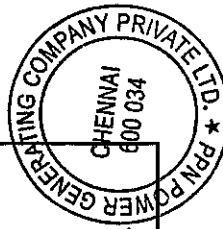
The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Year Ended 31 March 2025	On Demand	0 - 12 months	1 - 3 years	3 - 5 years	> 5 years	Total
						Rs in lakhs
Interest-bearing Loans and Borrowings	0.71	54.40	108.80	-	-	163.92
Other Financial Liabilities	-	-	-	-	-	-
Trade and Other Payables	-	1,457.14	-	-	-	1,457.14
Lease Liabilities	-	35.69	32.72	18.87	-	87.29
<b>TOTAL</b>	<b>0.71</b>	<b>1,547.24</b>	<b>141.52</b>	<b>18.87</b>	<b>-</b>	<b>1,708.34</b>
<b>Year Ended 31 March 2024</b>	<b>On Demand</b>	<b>0 - 12 months</b>	<b>1 - 3 years</b>	<b>3 - 5 years</b>	<b>&gt; 5 years</b>	<b>Total</b>
Interest-bearing Loans and Borrowings	453.89	65.86	102.95	60.25	-	682.95
Other Financial Liabilities	-	-	-	-	-	-
Trade and Other Payables	-	1,479.67	-	-	-	1,479.67
Lease Liabilities	-	46.36	21.00	23.44	-	90.80
<b>TOTAL</b>	<b>453.89</b>	<b>1,591.89</b>	<b>123.95</b>	<b>83.69</b>	<b>-</b>	<b>2,253.42</b>

The Company manages its liquidity by estimating its working capital requirements for the year and accordingly borrows working capital limits from Banks in the name of Fund based and Non fund based. The company has access to a sufficient variety of sources of funding from its holding company, should there be a need, company is confident of rolling over with existing lenders.



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**PPN Power Generating Company Private Limited**

**III. Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. During the current year, the Company is affected by interest rate risk and other price risk.

The sensitivity analysis in the following sections relate to the position as at March 31, 2025 and March 31, 2024. The sensitivity analysis have been prepared on the basis that the amount of net debt is constant.

The analysis excludes the impact of movements in market variables on, the carrying values of gratuity and other post-retirement obligations and provisions.

The following assumptions have been made in calculating the sensitivity analysis:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2025 and March 31, 2024.

**III (a). Interest Rate Risk**

Interest rate risk is the risk that an upward movement in interest rates would adversely affect the borrowing costs of the Company. The Company's exposure to the risk of changes in market interest rates relates to Company's debt obligations with floating interest rates.

Financial instruments which are affected by interest rate risk, are borrowings.

An increase of 200 basis points in the interest rates at the reporting date would have increased/ (decreased) profit and loss by the amounts mentioned below. This analysis assumes that all other variables remain constant.

Period	Effect on PBT (Rs in lakhs)
As at March 31, 2025	3.28
As at March 31, 2024	13.66

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment

**III (b). Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company has no exposure in foreign currency relating to operating activities in the current year.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

Particulars	As at 31 March 2025		As at 31 March 2024	
	Amount in Foreign Currency (In USD)	Amount in Rs. in lakhs	Amount in Foreign Currency (In Yen)	Amount in Rs. in lakhs
Payable - JPY (For Directors Fees Payable)	0	0	0	0
Payable - USD (For LC - Import from YOKAHAMA)	0	0	0	0

**Foreign currency sensitivity**

The company in the FY 2024-25, not entered in to any new foreign risk against any currency. Sensitivity of profit or loss will not arise in the current year as mentioned below.

Particulars	Rs. In Lakhs	
	31-Mar-25	31-Mar-24
<b>Payables:</b>		
Weakening of INR by 5%	-	-
Strengthening of INR by 5%	-	-



**PPN Power Generating Company Private Limited**

**III (c) Other price risk**

The Company's investments are exposed to risk related to decline in the value of investment portfolio. The Board of Directors have put in place an approval and investment selection process for investments. All residual funds of the Company are invested in mutual funds, Bonds and debentures, and equity and are regularly monitored by the Management. All investments are L1 Investments and are marked to market at the end of every reporting period. The maximum exposure to other price risk at the reporting date is the carrying value disclosed in Note 3(a).

**Excessive risk concentration**

The Power Purchase Agreement has been structured in such a way that power generated by the Company is to be supplied only to one customer – TNPDC (Formerly TANGEDCO). Hence, the business model has an inherent risk of dependence on one customer.

However, this is mitigated by the fact that receivables from TNPDC (Formerly TANGEDCO) are backed by an Irrevocable and Unconditional Guarantee by the Government of Tamil Nadu to pay every sum which TNPDC (Formerly TANGEDCO) is liable to pay the Company.

**36 Capital Management**

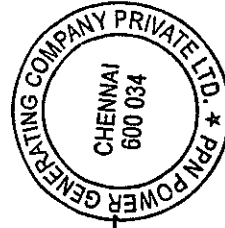
For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio between 20% and 50%. The Company includes within net debt, interest bearing loans and borrowings, less cash and short-term deposits.

Particulars	As at March 31, 2025	As at March 31, 2024
Interest-bearing Loans and Borrowings	163.92	682.95
Less : Cash & Short term Deposits	(1360.21)	(908.37)
<b>Net Debt</b>	<b>(1,196.29)</b>	<b>(225.42)</b>
<b>Equity</b>	<b>26,293.67</b>	<b>31,712.50</b>
<b>Total Capital</b>	<b>26,293.67</b>	<b>31,712.50</b>
<b>Capital &amp; Net Debt</b>	<b>25,097.38</b>	<b>31,487.08</b>
<b>Gearing Ratio</b>	<b>-4.77%</b>	<b>-0.72%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately recall loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period. Also no major variance in Gearing Ratio between the Years.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.



37 Gain/(loss) on Financial Assets/Liabilities

Particulars	For the year ended	For the year ended
	31 March 2025	31 March 2024
<b>Net gain/(loss) on financial assets and liabilities:</b>		
<b>(a) Mandatorily measured at fair value through profit and loss</b>		
Gain/(loss) on fair valuation/sale of investment in mutual funds	425.14	592.38
(b) Designated as fair value through profit and loss	-	-
<b>(c) Financial assets measured at amortised cost</b>		
- Interest Revenue	1,106.05	287.29
<b>(d) Financial liabilities measured at amortised cost</b>		
- Exchange gain/loss on revaluation of foreign currency liability	-	0.65
- Finance Costs	100.99	209.18
- Retention Payable written back	-	-
<b>(e) Financial instruments measured at FVTOCI</b>		
(i) Gain/(loss) recognised through OCI	-	-
(ii) Gain/(loss) reclassified to profit and loss from OCI	-	-
<b>Total</b>	<b>1,430.19</b>	<b>669.82</b>

38. Fair value hierarchy

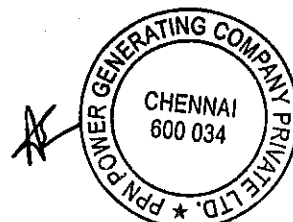
This note explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) amortised cost and for which fair value are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining the fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard.

The explanation of each level is provided in Note A3.

38.1 Financial assets and liabilities that are measured at fair value on a recurring basis.

As at 31st March, 2025

Particulars	Note No	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
<b>Financial Assets at FVTPL:</b>					
Mutual Fund units and Equity	3 (a)(i)	1,833.37	-	9.99	1,843.36
Investments in PMS	-	-	3,486.80	-	3,486.80
Bonds and Debentures	-	1,936.30	-	-	1,936.30
Financial Assets at FVOCI:	-	-	-	-	-
<b>Financial Liabilities</b>					
<b>Financial Liabilities at FVTPL:</b>					
Financial Liabilities at FVOCI:	-	-	-	-	-
<b>As at 31st March, 2024</b>					
Particulars	Note No	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
<b>Financial Assets at FVTPL:</b>					
Mutual Fund units and Equity	3 (a)(i)	5,585.01	-	-	5,585.01
Bonds and Debentures	-	552.18	-	-	552.18
Financial Assets at FVOCI:	-	-	-	-	-
<b>Financial Liabilities</b>					
<b>Financial Liabilities at FVTPL:</b>					
Financial Liabilities at FVOCI:	-	-	-	-	-



## 38.2 Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Carrying amount	Fair Value	Carrying amount	Fair Value
<b>Financial Assets:</b>				
Security deposits	12.75	12.75	12.28	12.28
Fixed Deposit more than one year	135.00	135.00	-	-
Trade receivables	1,047.09	1,047.09	2,213.72	2,213.72
Cash and cash equivalents	404.34	404.34	9.99	9.99
Bank balances other than above	955.87	955.87	898.38	898.38
Short-term loans and advances	-	-	8,228.20	8,228.20
Long-term loans and advances	8,994.81	-	-	-
Other financial assets	171.59	171.59	171.34	171.34
<b>Total</b>	<b>11,721.45</b>	<b>2,726.64</b>	<b>11,533.91</b>	<b>11,533.91</b>
<b>Financial Liabilities:</b>				
Borrowings	163.92	163.92	682.95	682.95
Trade Payables	1,457.14	1,457.14	1,479.67	1,479.67
Other financial liabilities	-	-	-	-
Lease liabilities	74.34	74.34	78.80	78.80
<b>Total</b>	<b>1,695.40</b>	<b>1,695.40</b>	<b>2,241.42</b>	<b>2,241.42</b>

## 39 Critical judgements, estimates and assumptions

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets and liabilities affected in future periods. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

## Critical estimates and judgements:

The areas involving critical estimates or judgements are:

Particulars	Note No.
Valuation of Financial Instruments	38
Useful Life of Property, Plant and Equipment	1
Provisions	13 & 34
Revenue Recognition	15
Estimation of defined benefit obligation	28
Leases under Ind AS-116	31
Recognition of deferred tax assets	33

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

## 40. Note on Going Concern.

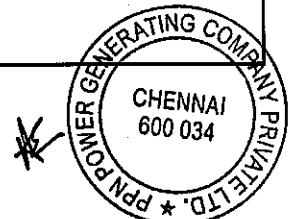
During the current FY 2024-25, Company has incurred a loss of Rs. 5459.42 lakhs and Rs. 18,708.66 lakhs during the previous financial year on account of non-recognition of Fixed Capacity Charges (FCC). The plant has not been operational for the last 7 years except for few days. The Company's FCC Invoice claims beyond 25th April 2021 are being returned by TNPDC (Formerly TANGEDCO) citing the non-validity of Fuel Supply Agreement (FSA) of Alternate Fuel, Naphtha.

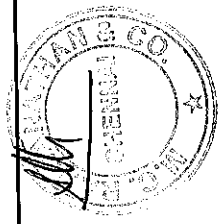
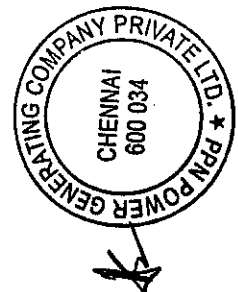
The Company had a negotiated settlement with TNPDC (Formerly TANGEDCO) on 23rd March 2020 whereby the parties agreed to execute an Addendum to Power Purchase Agreement (PPA) for replacing Alternate Fuel from Naphtha to Re-gasified Liquefied Natural Gas (RLNG) and to switch over within 24 months from date of the Addendum to PPA. During these 24 months period, Company is eligible to claim the FCC as per the PPA, which is consented to by TNPDC.

The Company has been in discussion with TNPDC for arriving at a settlement on various open items. As part of this ongoing discussion, the company has currently submitted the redrawn invoices on 5th August 2025, in compliance of 11th November 2014 APTEL order along with Late Payment Surcharge (LPSC) upto 31st July 2025 with a claim of Rs. 1208.81 Crores (for the invoices upto 25th April 2021).

Future business prospects depend on resolution of the above matters with TNPDC (Formerly TANGEDCO), including execution of Addendum to PPA, implementation of FTA and execution of FSA. Notwithstanding these material uncertain events (as detailed above), the Company continues to prepare its Financial Statements on a 'Going Concern' basis for the following reasons.

1. Company is confident that a settlement could be arrived from the Company's Claim of Rs. 1208.81 Crores during Financial Year 2025-26 and resolve the pending matters with TNPDC.
2. The Company has prepared a detailed cashflow for FY 2025-26 which could be met even with the current opening balance of Rs. 86 Crores as on 1st April 2025. In support of these projections, additional inflows from TNPDC on the settlement claim will provide additional liquidity.
3. Furthermore, the promoters have expressed their commitment to continue supporting the company financially as and when required.





41. Ratios									
41. Ratio	Ratio	in times/%	Numerator	Denominator	2024-25	2023-24	% Increase/Dec rease	Reason	
a)	Current Ratio	in times	Current Assets	Current Liabilities excluding current maturities of long term borrowings	7.70	12.37	(37.73)		
b)	Debt - Equity	in times	Non-Current Borrowings + Current Borrowings	Total Equity	0.01	0.02	(71.05)		
c)	Debt service coverage	in times	Profit before Tax + Interest (Net) + Provision for impairment of investments + Depreciation and amortisation expenses	Interest (Net) + Lease Payments + Principal Repayment of long term Debt]]	(32.32)	(25.67)	25.93	In current financial year company has repaid its short term debts and interest expense is very less comparative to the previous year . Hence the difference.	
d)	Return on Equity	in %	Profit/(Loss) after tax	Average Total Equity	(0.19)	(0.46)	(58.71)	In FY 2024-25,, Company has not recognised FCC revenue. Also, reduction in profit due to not recognition FCC revenue has resulted in reduction in reserves.	
e)	Inventory Turnovers		Cost of goods sold OR sales	Average Inventory	0.17	0.12	49.45	Company had not run the plant during FY 2023-24 and inventory consumption was less compared to FY 2023-24, hence the variation.	
f)	Trade Receivable Turnover	in times	Revenue from operations	* Average Trade Receivables	-	-	-	Due to non recognition of FCC FY 2024-25,, income has led to drop in this ratio.	
g)	Trade Payable Turnover	in times	Net Credit purchases**	* Trade Payables	2.53	3.81	(33.71)	No change in credit purchase compared during FY 2024-25 compared to FY 2023-24	
h)	Net Capital Turnover	in times	Net Sales	* Working Capital i.e. (Avg Current Assets - Avg Current Liabilities)	-	-	-	In FY 2024-25, Company has not recognised FCC revenue. Hence reduction in ratio.	
i)	Net Profit Ratio	in %	Profit / (Loss) after tax	Total Income	-	-	-		
j)	Return on capital employed	in %	EBIT	Equity + Debt	(0.20)	(0.27)	(25.70)	In FY 2024-25,, Company has not recognised FCC revenue, Hence reduction in ratio.	

\* Average = (Opening + Closing) / 2  
 \*\* Includes Other expense

**42.Social Security Code**

The date of implementation of the Code on Social Security, 2020 ('the Code') relating to employee benefits is yet to be notified by the Government and when implemented will impact the contributions by the Company towards benefits such as Provident Fund, Gratuity etc. The Company will assess the impact of the Code and give effect in the financial statement when the Code and Rules thereunder are notified

**43.Other disclosure requirements as notified by MCA pursuant to amended Sch III**

**1.Regarding the Company's borrowings from banks and others:**

- a) Loans availed (both long term and short term) have been used for the purposes for which they were taken
- b) Company has not been declared as a wilful defaulter by any of the lenders
- c) With regard to working capital loans, the quarterly statements submitted to banks are in agreement with the books of accounts
- d) There are no delays in charges or satisfaction yet to be registered with ROC beyond the statutory period. The excess charges with the Lenders are as part of additional sanction limits sought / being sought by the Company.

**2. Regarding the Company's immoveable properties:**

- a) No revaluation of Property, Plant and Equipment has been done during the year
- b) Title deeds are held in the name of the Company
- c) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988

**3 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.**

**4. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies) including foreign entities (Intermediaries) with the understanding that the intermediary shall.**

- a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

**5. The Company has not received any fund from any person(s) or entity(ies),including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the company shall**

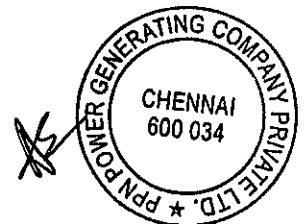
- a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funded party (Ultimate Beneficiaries) or
- b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

**6.The Company has reviewed transactions, to the extent of information available, for the purpose of identifying transactions with struck off companies. Basis above review, there are no transactions with struck off companies in the current financial year.**

**7.The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered, disclosed any income during the year in the tax assessments under the income tax act, 1961 (such as, search or survey or any of the relevant provisions of the Income Tax Act,1961.)**

**8. The Company has wholly owned subsidiary ,M/s PPN Tank Terminals Private Limited incorporated on 1st Aug,2024 . Further does not have any associate or joint venture. Company has not raised any funds from any entity or person to meet the obligations of its subsidiaries,associates or joint ventures.**

**9.The Company has wholly owned subsidiary ,M/s PPN Tank Terminals Private Limited incorporated on 1st Aug,2024 . Further does not have any associate or joint venture. Company has not raised any loans during the year on pledge of securities held in its subsidiaries, joint ventures or associates.**



**44 : Note on Audit Trail**

The company is using an accounting software RAMCO ERP (Magna ) Version for maintaining it's books of accounts. The application has been already built with a robust process to comply with the standards specified in audit trail facility. For every transaction in the system, a log of information is maintained (Created user with Timestamp, Modified user with Timestamp etc.). Transactions goes through various stages of creation, review & approvals based on configuration and security rights and hits the Books of Accounts (the General Ledger) only when the final approval or authorization happens. Once a data is posted in the books of accounts, the system does not allow anyone to edit the posted transaction details. History of the Original Transaction along with the logs, the reversal transaction and subsequent records are all reflected in the ledgers, which clearly conveys the trail of events with all data attributes. Such a controlled data posting & management process is enabled for all the transactions getting into the books. This is in built and can't be disabled by anyone at any point.

RAMCO had demanded a substantial cost for enabling the Audit trail feature. Since the ERP has all the features of audit trail (edit ,log ) facilities inbuilt in the software even in normal course, the audit trail feature was not enabled during the financial year 2024-25.

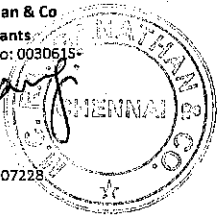
**45 : Schedule III Disclosure**

Previous year figures have been reclassified to align with current year classification and to conform with requirements of amended Schedule III to the Companies Act, 2013

**46. Approval of Financial Statements**

The Financial Statements were approved for issue by the Board of Directors on 8th Sep, 2025

For M C Ranganathan & Co  
Chartered Accountants  
Firm Registration No: 0030615  
*Mathangal S V*  
Mathangal S V  
Partner  
Membership No. 207228



*Preetha Reddy*  
Preetha Reddy  
Chairperson  
DIN:00001871

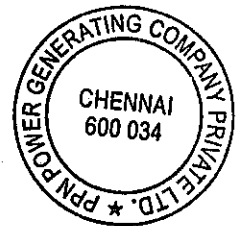
For and on behalf of Board of Directors of  
PPN Power Generating Company Private Limited

*Harshad Reddy*  
Harshad Reddy  
Managing Director  
DIN: 02364798

*A. Sudheer Reddy*  
A. Sudheer Reddy  
Chief Financial Officer

*Kirti Bafna*  
Kirti Bafna  
Company Secretary  
M.No:A44870

Place: Chennai  
Date: 08-09-2025



# AAPEX POWER AND INDUSTRIES PRIVATE LIMITED

(Formerly known as Apollo Infrastructure Projects Finance Company Pvt. Ltd.)

Regd. Office : Jhaver Plaza, III Floor, 1A, Nungambakkam High Road, Chennai - 600 034.

CIN : U65191TN1996PTC036440

Phone : 91 - 44 - 28271118 | Fax : 91-44-28214667 | e-mail: apolloinfra1996@gmail.com

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## REPORT ADOPTED BY THE BOARD OF DIRECTORS

AT ITS MEETING HELD ON 20<sup>th</sup> NOVEMBER 2025 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS PURSUANT TO THE PROVISIONS OF SECTION 232(2)(C) OF THE COMPANIES ACT, 2013

### 1. Background

1.1 The draft Scheme of Arrangement to be entered into amongst Apex Power and Industries Private Limited [Transferor Company] and PPN Power Generating Company Private Limited [Transferee Company], and their respective shareholders and creditors (hereinafter referred to as the “Scheme”) for the merger of the Companies above (as defined in the Scheme) in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) and applicable rules framed thereunder including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was approved by the Board of Directors of the Apex Power And Industries Private Limited [Transferor Company] by resolution dated 20<sup>th</sup> November 2025.

1.2 The provisions of Section 232(2)(c) of the Act require the directors to adopt a report explaining the effect of the Scheme on the shareholders, key managerial personnel, promoters and non-promoter shareholders, laying out in particular the share exchange ratio, specifying valuation difficulties and the same is required to be circulated to the members at the time of seeking their approval to the Scheme as may be directed by the Hon’ble National Company Law Tribunal (“NCLT”). Capitalised terms used herein but not defined shall have the same meaning ascribed to it in the Scheme.

1.3 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

1.4 The following documents were placed before the Board:

- Draft Scheme;
- Share Entitlement Ratio Report dated 20<sup>th</sup> November 2025 issued by Mr. T V Balasubramanian, Registered Valuer – Regn. No. IBBI/RV/06/2018/10073, Partner, PKF Sridhar & Santhanam LLP recommending the share entitlement ratio; and

### 2. Effect of Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders

**2.1 Equity shareholders (Promoter and non-promoter shareholders):**  
The proposed Scheme of Merger provides for the amalgamation of the Transferor Company with the Transferee Company. Upon the Scheme becoming effective, the equity shareholders of the Transferor Company shall become shareholders of the Transferee Company in accordance with the Share Exchange Ratio specified in the Scheme. Consequently, the existing equity share capital of the Transferor Company shall stand cancelled, and new equity shares shall be issued by the Transferee Company to the shareholders of the Transferor Company in the prescribed ratio.

The Transferor Company is the holding company of the Transferee Company and currently holds a significant portion of its paid-up equity share capital. The merger will consolidate the shareholding structure and bring about vertical integration of the group organization. The amalgamation will enable the Transferee Company to benefit from improved operational efficiencies and the combined resources of both entities, including their reserves, assets, investments, and financial strength.

# APEX POWER AND INDUSTRIES PRIVATE LIMITED

(Formerly known as Apollo Infrastructure Projects Finance Company Pvt. Ltd.)

Regd. Office : Jhaver Plaza, III Floor, 1A, Nungambakkam High Road, Chennai - 600 034.

CIN : U65191TN1996PTC036440

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The merger will also result in a more efficient and cohesive management structure, leading to improved administrative control, business synergy, better supervision, and more productive utilization of resources. The combined entity will enjoy a larger network base, greater borrowing capacity, and enhanced

competitive strength, which will help it meet market challenges more effectively and provide a competitive edge.

The proposed merger is therefore expected to also benefit minority shareholders as it creates a stronger, more stable, and better-capitalized entity with improved financial and operational performance. Therefore, the transaction as a whole visits benefits on all shareholders. The Scheme will not impose any additional burden on the members of either the Transferor or the Transferee Company.

## 2.2 Key managerial personnel:

The Scheme will not have any adverse effect on the rights, duties, or interests of the employees, key managerial personnel, or directors of either the Transferor or the Transferee Company. Upon the Scheme coming into effect, all employees of the Transferor Company shall become employees of the Transferee Company without any break in service and on terms not less favourable than those existing prior to the merger.

## 3. Share entitlement ratio and valuation difficulties

Upon the Scheme becoming effective and in consideration, the Transferee Company shall issue the following as per Clause 15 of the Scheme:

For every 2.80 Equity Share of Rs.10/- each (Rupees Ten each) held by the Shareholders of the Transferor Company, the Transferee Company shall issue one fully paid up Equity share of Rs.100/- each (Rupees Hundred each) to the Shareholders of Apex Power And Industries Private Limited The Board understands that there have been no special valuation difficulties in determining the above share entitlement ratio.

## Board Declaration

In the opinion of the Board, the Scheme will be of advantage and be beneficial to the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

## FOR AND ON BEHALF OF THE BOARD



Name: P Vijayakumar Reddy

Designation: Whole Time Director

Place: Chennai

Date: 20<sup>th</sup> November 2025.

# PPN POWER GENERATING COMPANY PRIVATE LIMITED

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## REPORT ADOPTED BY THE BOARD OF DIRECTORS

AT ITS MEETING HELD ON 20<sup>TH</sup> NOVEMBER 2025 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS PURSUANT TO THE PROVISIONS OF SECTION 232(2)(C) OF THE COMPANIES ACT, 2013.

### 1. Background

1.1 The draft Scheme of Arrangement to be entered into amongst Apex Power and Industries Private Limited [Transferor Company] and PPN Power Generating Company Private Limited [Transferee Company], and their respective shareholders and creditors (hereinafter referred to as the “Scheme”) for the merger of the Companies above (as defined in the Scheme) in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) and applicable rules framed thereunder including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was approved by the Board of Directors of the PPN Power Generating Company Private Limited [Transferee Company] by resolution dated 20<sup>th</sup> November 2025.

1.2 The provisions of Section 232(2)(c) of the Act require the directors to adopt a report explaining the effect of the Scheme on the shareholders, key managerial personnel, promoters and non-promoter shareholders, laying out in particular the share exchange ratio, specifying valuation difficulties and the same is required to be circulated to the members at the time of seeking their approval to the Scheme as may be directed by the Hon’ble National Company Law Tribunal (“NCLT”). Capitalised terms used herein but not defined shall have the same meaning ascribed to it in the Scheme.

1.3 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

1.4 The following documents were placed before the Board:

- Draft Scheme;
- Share Entitlement Ratio Report dated 20<sup>th</sup> November 2025 issued by Mr. T V Balasubramanian, Registered Valuer – Regn. No. IBBI/RV/06/2018/10073, Partner, PKF Sridhar & Santhanam LLP, recommending the share entitlement ratio; and

### 2. Effect of Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders

#### 2.1 Equity shareholders (Promoter and non-promoter shareholders):

The proposed Scheme of Merger provides for the amalgamation of the Transferor Company with the Transferee Company. Upon the Scheme becoming effective, the equity shareholders of the Transferor Company shall become shareholders of the Transferee Company in accordance with the Share Exchange Ratio specified in the Scheme. Consequently, the existing equity share capital of the Transferor Company shall stand cancelled, and new equity shares shall be issued by the Transferee Company to the shareholders of the Transferor Company in the prescribed ratio.

The Transferor Company is the holding company of the Transferee Company and currently holds a significant portion of its paid-up equity share capital. The merger will consolidate the shareholding structure and bring about vertical integration of the group organization. The amalgamation will enable the Transferee Company to benefit from improved operational efficiencies and the combined resources of both entities, including their reserves, assets, investments, and financial strength.

The merger will also result in a more efficient and cohesive management structure, leading to improved administrative control, business synergy, better supervision, and more productive utilization of resources.

The combined entity will enjoy a larger network base, greater borrowing capacity, and enhanced competitive strength, which will help it meet market challenges more effectively and provide a competitive edge.

The proposed merger is therefore expected to also benefit minority shareholders as it creates a stronger, more stable, and better-capitalized entity with improved financial and operational performance. Therefore, the transaction as a whole visits benefits on all shareholders. The Scheme will not impose any additional burden on the members of either the Transferor or the Transferee Company.

### 2.2 Key managerial personnel:

The Scheme will not have any adverse effect on the rights, duties, or interests of the employees, key managerial personnel, or directors of either the Transferor or the Transferee Company. Upon the Scheme coming into effect, all employees of the Transferor Company shall become employees of the Transferee Company without any break in service and on terms not less favourable than those existing prior to the merger.

### 3. Share entitlement ratio and valuation difficulties

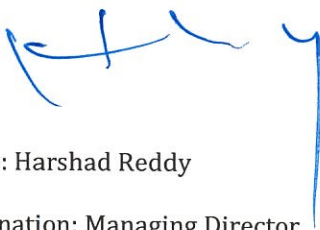
Upon the Scheme becoming effective and in consideration, the Transferee Company shall issue the following as per Clause 15 of the Scheme:

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### Board Declaration

In the opinion of the Board, the Scheme will be of advantage and be beneficial to the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

### FOR AND ON BEHALF OF THE BOARD



Name: Harshad Reddy

Designation: Managing Director

Place: Chennai

Date: 20<sup>th</sup> November 2025.



**IN THE NATIONAL COMPANY LAW TRIBUNAL  
DIVISION BENCH (COURT- I) CHENNAI**

ATTENDANCE CUM ORDER SHEET OF THE HEARING  
HELD ON **10.02.2026** THROUGH VIDEO CONFERENCING

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**PRESENT:** HON'BLE SHRI. SANJIV JAIN, MEMBER (JUDICIAL)  
HON'BLE SHRI. VENKATARAMAN SUBRAMANIAM, MEMBER (TECHNICAL)

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**APPLICATION NUMBER** : CA(CAA)/104(CHE)/2025  
**PETITION NUMBER** :  
**NAME OF THE PETITIONER(S)** : AAPEX Power And Industries Pvt Ltd  
**NAME OF THE RESPONDENTS** :  
**UNDER SECTION** : Sec 230-232 of CA, 2013

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**ORDER**

Present: Ld. Counsel Shri. Subhang Nair for the Applicant.

Vide separate order pronounced in Open Court, application is allowed.

Meetings are ordered.

Sd/-

**(VENKATARAMAN SUBRAMANIAM)**  
MEMBER (TECHNICAL)

MG

Date: 10.02.2026

Sd/-

**(SANJIV JAIN)**  
MEMBER (JUDICIAL)



**IN THE NATIONAL COMPANY LAW TRIBUNAL,  
DIVISION BENCH - I, CHENNAI**

**CA(CAA)/104(CHE)/2025**

*(Under Sections 230 to 232 of the Companies Act, 2013)*

*In the matter of Scheme of Amalgamation between AAPEX Power And Industries Private Limited, and PPN Power Generating Company Private Limited and their Respective Shareholders and Creditors*

**AAPEX Power And Industries Private Limited,**

A company having CIN: U65191TN1996PTC036440,  
Jhaver Plaza, 3rd Floor, Chennai,  
Tamil Nadu, 600034, India

*...Applicant Company-1/  
Transferor Company*

**And**

**PPN Power Generating Company Private Limited,**

A company having CIN: U40101TN1994PTC027477,  
Jhaver Plaza, 3rd Floor, Chennai,  
Tamil Nadu, India, 600034, India

*...Applicant Company-2/  
Transferee Company*

*Order Pronounced on 10<sup>th</sup> February, 2026*

**CORAM**

**SHRI. SANJIV JAIN, MEMBER (JUDICIAL)**

**SHRI. VENKATRAMAN SUBRAMANIAM, MEMBER (TECHNICAL)**

*For Applicant(s) : Varsha Balasubramanian*



**ORDER**  
**(Heard through Hybrid)**

1. This is a Joint Company Application viz., CA(CAA)/104(CHE)/2025 filed by **AAPEX Power And Industries Private Limited** (hereinafter “Applicant Company-1 /Transferor Company”), along with **PPN Power Generating Company Private Limited**, (hereinafter “Applicant Company-2 / Transferee Company and its Shareholders under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Amalgamation (hereinafter referred to as the “SCHEME”) proposed by the Applicant Companies herein with its Shareholders. The Scheme is appended as Annexure A-13 at Pg. 185 of the Application.

2. The Applicant Companies in this Company Application have sought for the following reliefs;

<b>Particulars</b>	<b>Equity Shareholders</b>	<b>Preference Shareholders</b>	<b>Secured Creditors</b>	<b>Unsecured Creditors</b>
<b>Transferor Company/ Applicant Company -1</b>	To Dispense with the meeting	N/A	To convene meeting	To Dispense with the meeting
<b>Transferee Company/ Applicant Company -2</b>	To Dispense with the meeting	N/A	To convene meeting	To convene meeting



3. The rationale of the scheme is as under:

*“i. The Transferor company is the promoter of the Transferee Company and the Transferor Company holds 97.26% of the total paid up equity share of the Company.*

*ii. The Transferee Company will have the benefit of the combined resources of the Transferor Company and the Transferee Company.....”*

4. It is stated that;

(i) the Applicant Company-1/Transferor Company, i.e., was incorporated as Apollo Infrastructure Company Limited under the provisions of Companies Act, 1956 on 30.08.1996. The name of the Company was changed to Apollo Infrastructure Projects Finance Company limited on 31.07.1997. Thereafter, the Company was converted into Private limited Company on 25.04.2007. Subsequently, on 05.01.2022, the name of the Company was changed to **AAPEX Power And Industries Private Limited**. A copy of certificate of incorporation is placed as Annexure-A1.

The authorized, issued, subscribed and paid-up capital of the Transferor Company as on 31.03.2025 are as follows:

PARTICULARS	AMOUNT IN RS.
Share Capital as on 31.03.2025	
<b>Authorised Capital:</b>	
13,59,10,000 Equity Shares of Rs. 10/- each	1,35,91,00,000/-
<b>Total</b>	1,35,91,00,000/-



<b>Issued, Subscribed and Paid-up Capital</b>	
11,52,00,000 Equity Shares of Rs. 10/- each	1,15,20,00,000/-
<b>Total</b>	1,15,20,00,000/-

The turnover of the Applicant Company-1/Transferor Company for the financial year ended on 31.03.2025 is Rs. 26.14 lakhs and the net worth of the Applicant Company-1/ Transferor Company is positive Rs. 36,641.93 lakhs as per Audited Financial Statements.

(ii) the Applicant Company-2/Transferee Company was incorporated on 05.05.1994 as DYNA Makowski Power Company (Private Company with Unlimited Liability) under the Companies Act, 1956. Thereafter the name was changed to PPN Power Generating Company, as a private company with unlimited liability. Later it was converted into a company with limited liability. On 16.12.1997, the company became a deemed public company, by virtue of the provisions of Section 43A of the Companies Act, 1956. Pursuant to amendments to Section 43A, the company opted to become a private company on 28.12.2004 and is now known as **PPN Power Generating Company Private Limited**. A copy of certificate of incorporation is placed as Annexure-A6.

The authorized, issued, subscribed and paid-up capital of the Transferor Company as on 31.03.2025 are as follows:

<b>PARTICULARS</b>	<b>AMOUNT IN RS.</b>
<b>Share Capital as on 31.03.2025</b>	



<b>Authorised Capital:</b>	
5,00,00,000 Equity Shares of Rs. 10/- each	5,00,00,00,000/-
<b>Total</b>	5,00,00,00,000/-
<b>Issued, Subscribed and Paid-up Capital</b>	
4,90,20,000 Equity Shares of Rs. 10/- each	4,90,20,00,000/-
<b>Total</b>	4,90,20,00,000/-

The turnover of the Applicant Company-2/Transferor Company for the financial year ended on 31.03.2025 is NIL and the net worth of the Applicant Company-2/ Transferor Company is positive Rs. 26,293.67 lakhs as per Audited Financial Statements.

5. It is stated that this Application has been filed in relation to a Scheme of Amalgamation between **AAPEX Power And Industries Private Limited** ("Applicant Company-1/Transferor Company") and **PPN Power Generating Company Private Limited**, ("Applicant Company-2/ Transferee Company"), and its respective shareholders and creditors.

6. It is stated that the Applicant Companies had preferred a first motion application in **CA(CAA)No. 83(CHE)/2025** before the National Company Law Tribunal, Chennai based on a scheme of merger approved on 07.10.2025. It is further stated that on account of certain corrections required to be effected in the certificate, valuation report, swap ratio and modification of relief, in view of the consent affidavits, the Applicant companies had sought to withdraw the application and thereby vide an order dated 26.11.2025, liberty to file a fresh application was granted. The relevant extract of the order is as under:



*“Ld. Counsel for the Applicant seeks withdrawal of the Application by filing joint memorandum of withdrawal on the basis of the Board Resolution, stating that there are some inadvertent errors. Considering the above, application is dismissed as withdrawn with liberty.”*

7. It is submitted that under the present Scheme of Merger, it is proposed to merge the Transferor Company with the Transferee Company. It is submitted that the Transferor Company holds 97.26% of the Transferee Company. The Applicant Companies being a holding and subsidiary Company will have synergy of benefits and operational advantages on account of this Merger.

8. Affidavits in support of the above application sworn in, on behalf of the Transferor Company by P. Vijaya Kumar Reddy, in the capacity of director and on behalf of the Transferee Company by Harshad Reddy, in the capacity of Managing Director have been filed.

9. We have perused the application and the connected documents/ papers filed therewith including the Scheme contemplated by the Applicant Companies.

10. The Applicant Companies have filed the Memorandum and Articles of Association *inter alia* delineating their object clauses as well as their last available Audited Financial Statements for the year ended 31.03.2025 and Unaudited Financial Statements as on 30.09.2025.

11. The Board of Directors of the Transferor Company, the Transferee Company vide meeting held on 20.11.2025 have unanimously approved the proposed Scheme. Copy of the resolutions passed individually thereon have been placed as Annexure A-14 and A-15 respectively.

12. The appointed date as specified in the Scheme is 01.04.2025.



13. The Statutory Auditors of the Applicant Companies have examined the Scheme in terms of provisions of Sec. 232 of Companies Act, 2013 and the rules made thereunder and certified that the Accounting Standards are in compliance with Section 133 of the Companies Act, 2013. The Accounting Treatment Certificates for the Applicant Companies are annexed along with the Application at Pg. 216 (Transferor Company) and Pg. 218 (Transferee Company).

14. It is submitted by the Appellant Companies that for every 2.80 Equity Share of Rs. 10/- each held by the shareholders of the Applicant Company-1/ Transferor Company, the Applicant Company-2/Transferee Company shall issue one fully paid-up Equity Share of Rs. 100/- each to the shareholders of the Applicant Company1/ Transferor Company.

15. Taking into consideration the Application filed by the Applicant Companies and the documents filed therewith as well as the position of law, this Tribunal issues the following directions:

**A. AAPEX POWER AND INDUSTRIES PRIVATE LIMITED.**

**(APPLICANT COMPANY-1/TRANSFEROR COMPANY)**

**I. EQUITY SHAREHOLDERS**

- (i) It is represented that, there are **3 (three)** Equity Shareholders for Applicant Company-1/Transferor Company. The Certificate issued by the statutory auditor certifying the list of Equity Shareholders is placed as Annexure A-23 of the application. All of the three shareholders constituting 100% have provided their consent to the scheme via consent affidavits. Copy of consent affidavits dated 04.12.2025 are placed as Annexure A-24.



- (ii) Since it is represented by the Applicant Company-1/Transferor Company that the shareholders' consent have been obtained by way of consent affidavits, the necessity of convening, holding and conducting the meeting is *dispensed with*.

## II. SECURED CREDITORS.

- (i) It is represented that, there is **1 (one)** secured creditor to Applicant Company-1/Transferor Company. The Certificate issued by the statutory auditor certifying the list of Creditors is placed as Annexure A-28 of the application. The Secured Creditor has sought for convening the meeting.
- (ii) Since it is represented by the Applicant Company-1/Transferor Company that the sole Secured creditor has sought for convening the meeting, it will be appropriate to convene, hold and conduct the meeting of the secured creditor of the Applicant Company-1/Transferor Company. The meeting is directed to be held on **28.03.2026 at 10:30 A.M** at the registered office of the Transferor Company or through video conferencing or at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

## III. UNSECURED CREDITORS

- (i) It is represented that, there is **1 (one)** unsecured creditor namely **PPN Power Generating Company Private Limited** (Transferee Company) to Applicant Company-1/Transferor Company. The Certificate issued by the statutory auditor certifying the list of Creditors is placed as Annexure A-28 of the application. The Unsecured Creditor has by way



of consent affidavit granted consent to the scheme. A copy of the consent affidavit dated 04.12.2025 is placed as Annexure A-29.

- (iii) Since it is represented by the Applicant Company-1/Transferor Company that the sole unsecured creditor's consent has been obtained by way of consent affidavit, the necessity of convening, holding and conducting the meeting is *dispensed with*.

**B. PPN POWER GENERATING COMPANY PRIVATE LIMITED.  
(APPLICANT COMPANY-2/TRANSFeree COMPANY)**

**I. EQUITY SHAREHOLDERS**

- (i) It is represented that, there are **4 (four)** Equity Shareholders for Applicant Company-2/Transferee Company. The Certificate issued by the statutory auditor certifying the list of Equity Shareholders is placed as Annexure A-26 of the application. It is stated that 3 (three) equity shareholders representing 97.26% of shareholders have provided their consent to the scheme via consent affidavits. Copy of consent affidavits dated 04.12.2025 are placed as Annexure A-27.
- (i) Though it is represented by the Applicant Company-2/Transferee Company that the shareholders' consent representing 97.26% have been obtained by way of consent affidavits, in the interest of minority shareholder, it will be appropriate to convene, hold and conduct the the meeting. The meeting is directed to be held on **28.03.2026 at 11:00 A.M** at the registered office of the Transferee Company or through video conferencing or at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.



## II. SECURED CREDITORS.

- (ii) It is represented that, there is **1 (one)** secured creditor to Applicant Company-2/Transferee Company. The Certificate issued by the statutory auditor certifying the list of Creditors is placed as Annexure A-30 of the application. The Secured Creditor has sought for convening the meeting.
- (iii) Since it is represented by the Applicant Company-2/Transferee Company that the sole Secured creditor has sought for convening the meeting, it will be appropriate to convene, hold and conduct the meeting of the secured creditor of the Applicant Company-2/Transferee Company. The meeting is directed to be held on **28.03.2026** at **11:30 A.M** at the registered office of the Transferee Company or through video conferencing or at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

## III. UNSECURED CREDITORS

- (i) It is represented that, there are **44 (forty-four)** unsecured creditors to Applicant Company-2/Transferee Company. The Certificate issued by the statutory auditor certifying the list of Creditors is placed as Annexure A-30 of the application. The unsecured creditors have sought for convening the meeting.
- (ii) Since it is represented by the Applicant Company-2/Transferee Company that the unsecured creditors have sought for convening the



meeting, it will be appropriate to convene, hold and conduct the meeting of the unsecured creditor of the Applicant Company-2/ Transferee Company. The meeting is directed to be held on **28.03.2026** at **12:00 P.M** at the registered office of the Transferee Company or through video conferencing or at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

16. The quorum for the meeting of the Applicant companies shall be as follows;

S.N.	CLASS	QUORUM	DATE & TIME OF THE MEETING
1.	SECURED CREDITORS OF TRANSFEROR COMPANY	1	28.03.2026 at 10:30 A.M
2.	EQUITY SHAREHOLDER OF THE TRANSFEREE COMPANY	1	28.03.2026 at 11:00 A.M
3.	SECURED CREDITORS OF TRANSFEREE COMPANY	1	28.03.2026 at 11:30 A.M
4.	UNSECURED CREDITORS OF TRANSFEREE COMPANY	9	28.03.2026 at 12:00 P.M

- i) The Chairperson appointed for the above said meetings shall be **Mr. Raj Kumar Sharma, (Mob: 987136989)**. The Fee of the Chairperson for the aforesaid meeting shall be **Rs. 1,50,000 /- (Rupees one lakh fifty thousand only)** in addition to meeting his incidental expenses if any. The Chairperson(s) will file the reports of the meeting within a week from the date of holding of the above said meetings.
- ii) **Ms Nandini Agarwal, (Mob: 9940014202)**, is appointed as a Scrutinizer and would be entitled to a fee of **Rs. 75,000/- (Rupees Seventy-Five**



*Thousand only*) for services in addition to meeting incidental expenses if any.

- iii) In case the quorum as noted above, for the above meeting of the Applicant Companies is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the person(s) present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the applicant companies at least 48 hours before the meeting. The Chairperson appointed herein along with Scrutinizer shall ensure that the proxy registers are properly maintained. However, every endeavour should be made by the applicant companies to attain at least the quorum fixed, if not more in relation to approval of the scheme.
- iv) The meetings shall be conducted as per applicable procedure prescribed under the MCA Circular MCA General Circular Nos. (i) 20/2020 dated 5<sup>th</sup> May, 2020 (AGM Circular), (ii) 14/2020, dated 08.04.2020 (EGM Circular-I) and (iii) 17/2020 dated 13.04.2020 (EGM Circular-II);
- v) That individual notices of the above said meetings shall be sent by the Applicant Companies through registered post or speed post or through courier or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, the place and the time as aforesaid, together with a copy of Scheme, copy of explanatory



statement, required to be sent under the Companies Act, 2013 and the prescribed form of proxy shall also be sent along and in addition to the above any other documents as may be prescribed under the Act or rules may also be duly sent with the notice.

- vi)** That the Applicant Companies shall publish advertisement with a gap of at least 30 clear days before the aforesaid meetings, indicating the day, date and the place and time as aforesaid, to be published in the English Daily "*Business Standard*" (All India Edition) & "*Makkal Kural*" (Tamil Nadu Edition) in Vernacular stating the copies of Scheme, the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and the form of proxy shall be provided free of charge at the registered office of the respective Applicant Companies.
- vii)** The Chairperson shall as afore stated be responsible to report the result of the meeting within a period of 3 days of the conclusion of the meeting with details of voting on the proposed scheme.
- viii)** The company shall individually send notice to concerned Regional Director, MCA, Registrar of Companies, Official Liquidator and the Income Tax Authorities as well as other sectoral regulators who may have significant bearing on the operation of the applicant companies or the Scheme *per se* along with copy of required documents and disclosures required under the provisions of Companies Act, 2013 read with Companies (Compromises, Arrangements, Amalgamations) Rules, 2016.



- ix) The Applicant Companies shall further furnish a copy of the Scheme free of charge within 1 day of any requisition for the Scheme made by every creditor or member of the applicant companies entitled to attend the meetings as aforesaid.
  - x) The Authorized Representative of the Applicant Companies shall furnish an affidavit of service of notice of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meetings.
  - xi) All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.
17. This Application stands **allowed** on the aforesaid terms.

**-Sd-**

**VENKATARAMAN SUBRAMANIAM**  
MEMBER (TECHNICAL)

**-Sd-**

**SANJIV JAIN**  
MEMBER (JUDICIAL)