ORIENT GREEN POWER COMPANY LIMITED

Orient Green Power Company Limited ("**Company**" or "**Issuer**") was incorporated under the Companies Act, 1956 with the Registrar of Companies, Chennai, Tamil Nadu and consequently a certificate of incorporation dated December 6, 2006 and a certificate for commencement of business on January 8, 2007 was issued to our Company. At the time of incorporation, our registered office was located at No. 5, T.V. Street, Chetput, Chennai 600 031, Tamil Nadu. Subsequently, pursuant to a circular resolution dated January 7, 2010, our Registered Office was shifted to Third Floor, Egmore Benefit Society Building, 25 Flowers Road, Chennai 600 084, Tamil Nadu and pursuant to resolution dated February 5, 2022 passed by the Board of Directors, our Registered Office was changed to Bascon Futura SV, 4th Floor, No.10/1, Venkatanarayana Road, T.Nagar, Chennai – 600 017,Tamil Nadu, India.

Registered and Corporate Office: Bascon Futura SV, 4th Floor, No.10/1, Venkatanarayana Road, T.Nagar, Chennai – 600 017, Tamil Nadu, India;
Tel: +91 444 901 5678; **Fax:** N.A.
E-mail: complianceofficer@orientgreenpower.com; **Website:** www.orientgreenpower.com;
Contact Person: Kirithika Mohan, Company Secretary and Compliance Officer;
Corporate Identification Number: L40108TN2006PLC061665

OUR PROMOTERS- SEPC LIMITED, JANATI BIO POWER PRIVATE LIMITED, NIVEDANA POWER PRIVATE LIMITED, SYANDANA ENERGY PRIVATE LIMITED AND SVL LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF ORIENT GREEN POWER COMPANY LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY

WE HEREBY CONFIRM THAT NONE OF OUR PROMOTERS OR DIRECTORS IS A WILFUL DEFAULTER AS ON DATE OF THIS DRAFT LETTER OF OFFER

ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ 23,000 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARE(S) FOR EVERY [●] FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●] (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS [●] TIMES OF THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 232 OF THIS DRAFT LETTER OF OFFER.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Rights Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Letter of Offer. Specific attention of the investors is invited to the section titled "*Risk Factors*" on page 25 of this Draft Letter of Offer.

OUR COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The existing Equity Shares are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (together, the "**Stock Exchanges**"). Our Company has received 'in-principle' approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated [●] and [●], respectively. For the purpose of this Issue, the Designated Stock Exchange is BSE.

LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE
GYR CAPITAL ADVISORS PRIVATE LIMITED 428, Gala Empire, Near JB Tower, Drive in Road, Thaltej, Ahemdabad-380 054, Gujarat, India. **Telephone:** +91 877 756 4648 **Fax No.:** N.A. **E-mail:** info@gyrcapitaladvisors.com **Website:** www.gyrcapitaladvisors.com **Investor grievance:** investors@gyrcapitaladvisors.com **Contact Person:** Mohit Baid **SEBI Registration Number:** INM000012810 **Validity of Registration:** Permanent	**SAFFRON CAPITAL ADVISORS PRIVATE LIMITED** 605, Sixth Floor, Centre Point, J.B. Nagar, Andheri (East), Mumbai - 400 059, India **Telephone:** +91 22 4973 0394 **Fax No.:** N.A. **Email id:** rights.issue@saffronadvisor.com **Website:** www.saffronadvisor.com **Investor grievance:** investorgrievance@saffronadvisor.com **Contact Person:** Gaurav Khandelwal / Elton D'souza **SEBI Registration Number:** INM 000011211 **Validity:** Permanent	**CAMEO CORPORATE SERVICES LIMITED** Subramanian Building, No. 01, Club House Road, Chennai- 600 002, Tamil Nadu, India. **Telephone:** +91044 4002 0700/ 0710/ 2846 0390 **Fax No.:** N.A. **Email:** cameo@cameoindia.com / priya@cameoindia.com **Website:** www.cameoindia.com **Investor grievance e-mail:** investor@cameoindia.com **Contact Person:** Sreepriya K. **SEBI Registration No.:** INR000003753 **Validity of Registration:** Permanent

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR RECEIVING REQUESTS FOR APPLICATION FORMS	ISSUE CLOSES ON
[●]	[●]	[●]

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TABLE OF CONTENTS

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses certain definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalized terms used in this Draft Letter of Offer shall have the meaning as defined hereunder. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications thereto notified from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under such provision.

Provided that terms used in the sections/ chapters titled "Industry Overview", "Summary of this Draft Letter of Offer", "Financial Information", "Statement of Special Tax Benefits", "Outstanding Litigation and Material Developments" and "Issue Related Information" on pages 74, 20, 118, 71, 215 and 232 respectively, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections/ chapters.

General Terms

Term	Description
"Company", "our Company", "the Company", "the Issuer" or "OGPL"	Orient Green Power Company Limited, a public limited company incorporated under the Companies Act, 1956, having its registered and corporate office at Bascon Futura SV, 4th Floor, No.10/1, Venkatanarayana Road, T.Nagar, Chennai – 600 017, Tamil Nadu, India.
"we", "us", or "our"	Unless the context otherwise indicates or implies, refers to our Company.

Company Related Terms

Term	Description
"Annual Consolidated Audited Financial Statements"	The consolidated audited financial statements of our Company, its Subsidiaries, prepared as per Ind AS for Fiscal 2022, Fiscal 2021 and Fiscal 2020, prepared in line with Ind AS notified under the Companies Act, 2013, as amended read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
"Articles" / "Articles of Association" / "AoA"	Articles / Articles of Association of our Company, as amended from time to time.
"Audit Committee"	The committee of the Board of Directors constituted as our Company's audit committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") and Section 177 of the Companies Act, 2013. For details, see "*Our Management*" on page 101 of this Draft Letter of Offer.
"Auditor" / "Statutory Auditor"/ "Peer Review Auditor"	Statutory and peer review auditor of our Company, namely, M/s. G.D. Apte & Co., Chartered Accountants.
"Board" / "Board of Directors"	Board of directors of our Company or a duly constituted committee thereof.
"Chief Financial Officer / CFO"	Kotteswari Jagathpathi, the Chief Financial Officer of our Company.
"Company Secretary and Compliance Officer"	Kirithika Mohan, the Company Secretary and the Compliance Officer of our Company.
"Corporate Promoter(s)" or "Promoter(s)"	SEPC Limited, Janati Bio Power Private Limited, Nivedana Power Private Limited, Syandana Energy Private Limited and SVL Limited
"Corporate Social Responsibility Committee/ CSR Committee"	The committee of the Board of directors constituted as our Company's corporate social responsibility committee in accordance with Section 135 of the Companies Act, 2013. For details, see "*Our Management*" on page 101 of this Draft Letter of Offer

Term	Description
"Director(s)"	The director(s) on the Board of our Company, unless otherwise specified, as described in the chapter titled "*Our Management*" on page 101 of this Draft Letter of Offer
"Equity Shareholder"	A holder of Equity Shares
"Equity Shares"	Equity shares of our Company of face value of ₹ 10 each, unless otherwise specified in context thereof..
"Erstwhile Promoters"	As per the Prospectus filed by our Company during its initial public offering of Equity Shares, Shriram EPC (Singapore) PTE Limited and Orient Green Power PTE Limited, were also disclosed as its Promoters. However, as of date of this Draft Letter of Offer such entities do not hold any shareholding in our Company or exercise control over the affairs of our Company either directly or indirectly whether as a shareholder or otherwise. In view of the above, these individuals and entities have not been disclosed as our Promoters in this Draft Letter of Offer and therefore have been referred to as the Erstwhile Promoters of our Company.
"Executive Directors"	Executive Directors of our Company.
"Financial Information"	Collectively the Audited Consolidated Financial Statements, unless otherwise specified in context thereof.
"Independent Chartered Accountant"	M/s. Piyush Kothari & Associates, Chartered Accountants
"Independent Director(s)"	The Independent Director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013.
"Key Management Personnel" / "KMP"	Key Management Personnel of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as described in the subsection titled "*Our Management – Key Managerial Personnel*" on page 110 of this Draft Letter of Offer.
"Limited Reviewed Financial Information" or "Limited Reviewed Financial Statements" or "Limited Reviewed Financial Consolidated Statements" or "Limited Reviewed Consolidated Financial Information"	The limited reviewed unaudited consolidated financial statements for the three months periods ended June 30, 2022, prepared in accordance with the Companies Act and SEBI Listing Regulations. For details, see "*Financial Information*" on page 118 of this Draft Letter of Offer.
"Memorandum of Association" / "MoA"	Memorandum of Association of our Company, as amended from time to time.
"Nomination and Remuneration Committee"	The committee of the Board of directors reconstituted as our Company's Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. For details, see "*Our Management*" on page 101 of this Draft Letter of Offer.
"Non-Executive and Independent Director"	Non-Executive and Independent Directors of our Company, unless otherwise specified.
"Non-executive Directors"	Non-executive Directors of our Company.
"Promoter Group"	Individuals and entities forming part of the promoter and promoter group in accordance with SEBI ICDR Regulations. Our Company does not have a promoter group.
"Registered and Corporate Office"	The Registered and Corporate Office of our Company located at Bascon Futura SV, 4th Floor, No.10/1, Venkatanarayana Road, T.Nagar, Chennai – 600 017, Tamil Nadu, India.
"Registrar of Companies"/ "RoC"	Registrar of Companies, Tamil Nadu, Chennai having its office at Block No. 6, B Wing, 2nd Floor, Shastri Bhawan 26, Haddows Road, Chennai - 600 034, Tamil Nadu, India.
"Restated Consolidated Financial Statements"/ "Restated Financial Statements"/ "Restated Consolidated Financial	Restated consolidated financial statements of our Company and our Subsidiaries for the for the three months periods ended June 30, 2022 and for the Fiscals 2022 Fiscal 2021 and Fiscal 2020, prepared in accordance with the Companies Act and restated in accordance with the requirements of the SEBI ICDR Regulations. For details, see "*Financial Information*" on page 118 of this Draft Letter of Offer.

Term	Description
Information"/ "Restated Financial Information"	
"Rights Issue Committee"	The committee of our Board constituted for purposes of the Issue and incidental matters thereof.
"Shareholders/ Equity Shareholders"	The Equity Shareholders of our Company, from time to time.
"Stakeholders' Relationship Committee"	The committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations. For details, see "*Our Management*" on page 118 of this Draft Letter of Offer.
"Step-down Subsidiary(ies)" or "Subsidiary(ies)"	Clarion Wind Farm Private Limited, Vjetro Elektrana Crno Brdo d.o.o. and Orient Green Power d.o.o. are the step-down subsidiaries of our Company.
"Subsidiary(ies)"	Beta Wind Farm Private Limited, Gamma Green Power Private Limited and Amrit Environmental Technologies Private Limited are the subsidiaries of our Company.
"Wholly Owned Subsidiary(ies)" or "Subsidiary(ies)"	Bharath Wind Farm Limited, Orient Green Power Europe B.V. and Orient Green Power (Maharashtra) Private Limited are the wholly owned subsidiaries of our Company.
Materiality Policy	Policy on determination of materiality of events adopted by our Company in accordance with Regulation 30 of the SEBI Listing Regulations.

Issue Related Terms

Term	Description
2009 ASBA Circular	The SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009
2011 ASBA Circular	The SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011
Abridged Letter of Offer	Abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act.
Allot/Allotment/Allotted	Allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account	The account opened with the Banker(s) to the Issue, into which the Application Money lying to the credit of the escrow account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act.
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the Issue.
Allotment Date	Date on which the Allotment is made pursuant to the Issue.
Allottee(s)	Person(s) who are Allotted Rights Equity Shares pursuant to the Allotment.
Applicant(s) / Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of this Draft Letter of Offer, including an ASBA Investor.
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application though the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ASBA	Application (whether physical or electronic) used by ASBA Applicants to make an Application authorizing a SCSB to block the Application Money in the ASBA Account

Term	Description
ASBA Account	Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Equity Shareholders, as the case may be.
ASBA Applicant / ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including renouncee) shall make an application for a rights issue only through ASBA facility.
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
Banker(s) to the Issue	Collectively, the Escrow Collection Bank and the Refund Banks to the Issue.
Bankers to the Issue Agreement	Agreement to be entered into by and among our Company, the Registrar to the Issue, the Lead Managers and the Bankers to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful applicants in the Issue and which is described in "*Terms of the Issue*" on page 232.
Consolidated Certificate	The certificate that would be issued for Rights Equity Shares Allotted to each folio in case of Eligible Equity Shareholders who hold Equity Shares in physical form.
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of SCSBs which coordinate Bids under the Issue with the LMs, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at http://www.sebi.gov.in.
Demographic Details	Details of Investors including the Investor's address, name of the Investor's father/ husband, investor status, occupation and bank account details, where applicable.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Limited.
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
Draft Letter of Offer/DLoF/DLOF	This draft letter of offer dated September 7, 2022 filed with SEBI and the Stock Exchanges.
Escrow Account	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident investors– eligible equity shareholders as on record date making an Application through the ASBA facility.
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [●].
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see "*Notice to Investors*" on page 12.
Issue / Rights Issue	Issue of up to [●] Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share) aggregating up to ₹ 23,000 lakhs on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date.
Issue Agreement	Issue Agreement dated September 6, 2022 between our Company and the Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	[●]
Issue Opening Date	[●]

Term	Description
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their Applications, in accordance with the SEBI ICDR Regulations.
Issue Material	Collectively, the Letter of Offer, the Abridged Letter of Offer, the Common Application Form and Rights Entitlement Letter.
Issue Price	₹ [●] per Rights Equity Share.
Issue Proceeds	Gross proceeds of the Issue.
Issue Size	Amount aggregating up to ₹ 23,000 lakhs
Lead Manager(s)	GYR Capital Advisors Private Limited and Saffron Capital Advisors Private Limited
Letter of Offer/LOF	The final letter of offer to be filed with the Stock Exchanges and SEBI.
Monitoring Agency	Monitoring Agency appointed for the purpose of the Issue namely CARE Ratings Limited
Monitoring Agency Agreement	Agreement dated September 7, 2022 entered into between our Company and the Monitoring Agency in relation to monitoring of Issue Proceeds.
Net Proceeds	Proceeds of the Issue less our Company's share of Issue related expenses. For further information about the Issue related expenses, see "*Objects of the Issue*" on page 64 of this Draft Letter of Offer.
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees.
Non-Institutional Bidders or NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before [●], [●].
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, being [●].
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●].
"Registrar to the Company"	Link Intime India Private Limited
"Registrar to the Issue" / "Registrar"	Cameo Corporate Services Limited
Registrar Agreement	Agreement dated September 5, 2022 entered into among our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Renouncee(s)	Person(s) who has/have acquired the Rights Entitlement from the Eligible Equity Shareholders on renunciation.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●], [●] in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Retail Individual Bidders(s)/Retail Individual Investor(s)/ RII(s)/RIB(s)	An individual Investor (including an HUF applying through Karta) who has applied for Rights Equity Shares and whose Application Money is not more than ₹200,000 in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.

Term	Description
RE ISIN	ISIN for Rights Entitlement i,e, [●]
Rights Entitlement	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, being [●] Rights Equity Shares for [●] Equity Shares held on [●], [●]. The Rights Entitlements with a separate ISIN: [●] will be credited to your demat account before the date of opening of the Issue, against the equity shares held by the Equity Shareholders as on the record date.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue.
SEBI Rights Issue Circulars	SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020.
Self-Certified Syndicate Banks" or "SCSBs	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time
Stock Exchanges	Stock Exchange where the Equity Shares are presently listed, being BSE and NSE.
Transfer Date	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter and Fraudulent Borrower	A wilful defaulter or a fraudulent borrower, as defined under the SEBI ICDR Regulations
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, Term Description the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchange. "Working Day" shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

Business and Industry related Terms or Abbreviations

Term	Description
CAGR	Compounded Annual Growth Rate
Covid-19	Coronavirus Disease 2019
FDI	Foreign Direct Investment
FRP	Financial, Real Estate and Professional Services
GDP	Gross Domestic Product
GNI	Gross National Income
GVA	Gross Value Added
ICT	Information and communications technology
IIot	Industrial internet of things
IIP	Index of Industrial Production
IMF	International Monetary Fund
INR	Indian Rupee (₹)
Iot	Internet of things
IT	Information Technology
MGNREGA	Mahatma Gandhi National Rural Employment Guarantee Act, 2005
PMI	Purchasing Managers' Index

Term	Description
QoQ	Quarter on Quarter
ROHS	Restriction on certain hazardous substances
RoW	Rest of World
USA/US	United States of America
USD/ US$	US Dollar
WEO	World Economic Outlook
YoY	Year over Year

Conventional and General Terms or Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act, 2013 / Companies Act	Companies Act, 2013 along with rules made thereunder
Companies Act 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
CS	Company Secretary
CSR	Corporate Social Responsibility
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant’s Identification Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary General Meeting
EPF Act	Employees’ Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees’ State Insurance Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018

Term	Description
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended from time to time
INR or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India.
ISIN	International Securities Identification Number
IT	Information Technology
MCA	The Ministry of Corporate Affairs, GoI
Mn / mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NAV	Net Asset Value
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect.
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue.
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the Securities Act
R&D	Research and Development
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, as amended
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended

Term	Description
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, since repealed and replaced by the SEBI (AIF) Regulations
SIPCOT	State Industries Promotion Corporation of Tamil Nadu
Securities Act	The United States Securities Act of 1933.
STT	Securities Transaction Tax
State Government	The Government of a state in India
Trademarks Act	Trademarks Act, 1999, as amended
TDS	Tax Deducted at Source
US$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
w.e.f.	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve-month period ending December 31

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement (collectively "**Issue Material**") and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will electronically dispatch through email and physical dispatch through speed post the Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, the Letter of Offer will be provided, through email and speed post, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Managers, SEBI and the Stock Exchanges.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Draft Letter of Offer, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer, the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer, the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Draft Letter of Offer, the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar, the Lead Managers or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form. Neither the delivery of this Letter of Offer nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer or the date of such information.

Neither the delivery of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer, the Letter of Offer and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

THE CONTENTS OF THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR

AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, NEITHER OUR COMPANY NOR THE LEAD MANAGERS IS MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("**United States**"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, this Draft Letter of Offer/ Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Draft Letter of Offer/ Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Rights Entitlements may not be transferred or sold to any person in the United States.

The Rights Entitlements and the Equity Shares have not been approved or disapproved by the US Securities and Exchange Commission (the "**US SEC**"), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Equity Shares or the accuracy or adequacy of this Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM LEAD MANAGERS OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT

TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

ENFORCEMENT OF CIVIL LIABILITIES

The Company is a Public Limited (Listed) Company under the laws of India and all the Directors and all Executive Officers are residents of India. It may not be possible or may be difficult for investors to affect service of process upon the Company or these other persons outside India or to enforce against them in courts in India, judgments obtained in courts outside India. India is not a party to any international treaty in relation to the automatic recognition or enforcement of foreign judgments.

However, recognition and enforcement of foreign judgments is provided for under Sections 13, 14 and 44A of the Code of Civil Procedure, 1908, as amended (the "**Civil Procedure Code**"). Section 44A of the Civil Procedure Code provides that where a certified copy of a decree of any superior court (within the meaning of that section) in any country or territory outside India which the Government of India has by notification declared to be a reciprocating territory, is filed before a district court in India, such decree may be executed in India as if the decree has been rendered by a district court in India. Section 44A of the Civil Procedure Code is applicable only to monetary decrees or judgments not being in the nature of amounts payable in respect of taxes or other charges of a similar nature or in respect of fines or other penalties. Section 44A of the Civil Procedure Code does not apply to arbitration awards even if such awards are enforceable as a decree or judgment. Among others, the United Kingdom, Singapore, Hong Kong and the United Arab Emirates have been declared by the Government of India to be reciprocating territories within the meaning of Section 44A of the Civil Procedure Code.

The United States has not been declared by the Government of India to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code. Under Section 14 of the Civil Procedure Code, an Indian court shall, on production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction unless the contrary appears on the record; but such presumption may be displaced by proving want of jurisdiction.

A judgment of a court in any non-reciprocating territory, such as the United States, may be enforced in India only by a suit upon the judgment subject to Section 13 of the Civil Procedure Code, and not by proceedings in execution. Section 13 of the Civil Procedure Code, which is the statutory basis for the recognition of foreign judgments (other than arbitration awards), states that a foreign judgment shall be conclusive as to any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title except where:

- The judgment has not been pronounced by a court of competent jurisdiction;
- The judgment has not been given on the merits of the case;
- The judgment appears on the face of the proceedings to be founded on an incorrect view of international law or a refusal to recognize the law of India in cases where such law is applicable;
- The proceedings in which the judgment was obtained are opposed to natural justice;
- The judgment has been obtained by fraud; and/or
- The judgment sustains a claim founded on a breach of any law in force in India.

A suit to enforce a foreign judgment must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. In addition, it is unlikely that an Indian court would enforce foreign judgments if it considered the amount of damages awarded as excessive or inconsistent with public policy or if the judgments are in breach of or contrary to Indian law. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the Reserve Bank of India to repatriate any amount recovered pursuant to execution of such judgment. Any judgment in a foreign currency would be converted into Rupees on the date of such judgment and not on the date of payment and any such amount may be subject to income tax in accordance with applicable laws. The Company cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

PRESENTATION OF FINANCIAL INFORMATION

Certain Conventions

All references to "India" contained in this Draft Letter of Offer are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Letter of Offer has been derived from our Financial Statements. For details, please see "*Financial Information*" on page 118. Our Company's financial year commences on April 01 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The GoI has adopted the Indian accounting standards ("**Ind AS**"), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board ("**IFRS**") and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (the "**Ind AS Rules**").

The Restated Consolidated Financial Statements of our Company, its Subsidiaries for the Financial Years ended March 2022, 2021 and 2020 prepared in accordance with Ind AS as prescribed under Section 133 of Companies Act read with the Ind AS Rules and other the relevant provisions of the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (revised), 2019, issued by the ICAI. The limited reviewed unaudited consolidated financial statements for the three months periods ended June 30, 2022, have been prepared in accordance with the Companies Act and SEBI Listing Regulations. Our Company publishes its financial statements in Rupees.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in this Draft Letter of Offer in "lakh" units or in whole numbers where the numbers have been too small to represent in lakh. One lakh represents 1,00,000 and one million represents 1,000,000.

There are significant differences between Ind AS, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Draft Letter of Offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Letter of Offer should accordingly be limited. For further information, see "*Financial Information*" on page 118.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounded off adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Letter of Offer rounded-off to such number of decimal points as provided in such respective sources. In this Draft Letter of Offer, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India;

- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America; and

- "Euro" or "€" are to Euros, the official currency of the European Union.

- "LKR", the official currency of Sri Lanka.

Our Company has presented certain numerical information in this Draft Letter of Offer in "lakh" or "Lac" units. One lakh represents 1,00,000 and one million represents 1,000,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operation*" and elsewhere in this Draft Letter of Offer, unless otherwise indicated, have been calculated based on our Restated Consolidated Financial Information.

Exchange Rates

This Draft Letter of Offer contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency	Exchange rate as on			
	June 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
1 USD	78.97	75.80	73.53	75.38
1 Euro	82.73	84.66	86.10	83.04
1 LKR	0.22	0.25	0.36	0.39

(Source: www.rbi.org.in and www.fbil.org.in)

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

Although we believe the industry and market data used in this Draft Letter of Offer is reliable, it has not been independently verified by us, the LMs or any of its affiliates or advisors. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors*" on page 25, this Draft Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Draft Letter of Offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

FORWARD - LOOKING STATEMENTS

This Draft Letter of Offer contains certain "forward-looking statements". Forward looking statements appear throughout this Draft Letter of Offer, including, without limitation, under the chapters titled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Industry Overview*". Forward-looking statements include statements concerning our Company's plans, objectives, goals, strategies, future events, future revenues or financial performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, our Company's competitive strengths and weaknesses, our Company's business strategy and the trends our Company anticipates in the industries and the political and legal environment, and geographical locations, in which our Company operates, and other information that is not historical information. These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "continue", "can", "could", "expect", "estimate", "intend", "likely", "may", "objective", "plan", "potential", "project", "pursue", "shall", "seek to", "will", "will continue", "will pursue", "forecast", "target", or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company's business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, the competition in our industry and markets, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes, incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- Changes in government policies and the regulatory frameworks supporting renewable energy development;
- Decline in market electricity prices;
- We may not have adequate insurance to cover the hazards of our business;
- We may be unable to keep pace with technical and technological developments in our industry;
- Changes in weather conditions, which may affect wind patterns;
- Economic, political and social developments in India and other jurisdictions in which we operate;
- Risks arising from interest rate and currency rate fluctuations;
- Changes in legislation governing the tax regimes under which we operate.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" beginning on pages 25, 92 and 198, respectively, of this Draft Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Letter of Offer and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, our Promoters, the LMs, the Syndicate Member(s) nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company and the Lead Managers will ensure that investors are informed of material developments from the date of this Draft Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

SUMMARY OF THIS DRAFT LETTER OF OFFER

The following is a general summary of the terms of this Issue, and should be read in conjunction with and is qualified by the more detailed information appearing in this Draft Letter of Offer, including the sections titled "*Risk Factors*", "*The Issue*", "*Capital Structure*", "*Objects of the Issue*", "*Our Business*", "*Industry Overview*", "*Outstanding Litigation and Material Developments*" and "*Terms of the Issue*" on pages 25, 53, 62, 64, 92, 74, 215 and 232 respectively.

1. Summary of Industry

Power is among the most critical components of infrastructure, crucial for the economic growth and welfare of nations. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required. India was ranked fourth in wind power, fifth in solar power and fourth in renewable power installed capacity, as of 2020.

For further details, please refer to the chapter titled "*Industry Overview*" at page 74 of this Draft Letter of Offer.

2. Summary of primary Business

We are an Indian independent renewable energy-based power generation company focused on developing, owning and operating a diversified portfolio of renewable energy power plants. Currently our portfolio includes wind energy. As of June 30, 2022, our aggregate installed capacity is 402.3 Mega Watt (MW). We have expanded our business by acquiring operating and development renewable energy assets from third parties and by developing greenfield projects. We have a diverse customer base with a mixture of off-take arrangements. Our customers include State utilities, private commercial and industrial consumers.

For further details, please refer to the chapter titled "*Our Business*" at page 92 of this Draft Letter of Offer.

3. Our Promoters

The Promoters of our Company are SEPC Limited, Janati Bio Power Private Limited, Nivedana Power Private Limited, Syandana Energy Private Limited and SVL Limited.

For further details please see chapter titled "*Our Promoters*" beginning on page 112 of this Draft Letter of Offer.

4. Objects of the Issue

The Net Proceeds are proposed to be used in the manner set out in the following table:

(₹ in lakhs)

Particulars	Amount
Repayment of unsecured loans due from our Company to Janati Bio Power Private Limited, one of the Promoters of our Company	14,500.00
Part repayment or prepayment of unsecured loans to Janati Bio Power Private Limited, one of the Promoters of our Company availed by Bharath Wind Farm Limited, one of our wholly owned subsidiaries of the Company	2,500.00
Part repayment of certain secured loans availed from lenders of the Company	1,500.00
Part repayment of secured loans including interest availed from lenders by Amrit Environmental Technologies Private Limited, one of the subsidiaries of the Company	1,500.00
Part repayment or prepayment of unsecured loans including interest availed from Beta Wind Farm Private Limited, one of the subsidiaries of the Company	1,000.00
General Corporate Purposes	[●]
Net proceeds from the Issue	[●]

For further details, please see chapter titled "*Objects of the Issue*" beginning on page 64 of this Draft Letter of Offer.

5. Summary of Financial Information

Following are the details as per the Limited Reviewed Consolidated Financial Information for the three months period ended June 30, 2022 and Restated Consolidated Financial Information as at and for the Financial Years ended on March 31, 2022, 2021 and 2020:

(₹ in lakhs)

S. No.	Particulars	June 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
1.	Share Capital	75,072.00	75,072.00	75,072.00	75,072.00
2.	Net Worth	49,774.00	48,946.00	45,620.00	51,212.00
3.	Revenue from operations	7,769.00	31,063.00	25,475.00	32,319.00
4.	Profit after Tax	1,005.00	4,655.00	(5,071.00)	3,705.00
5.	Earnings per Share	0.13	0.58	(0.70)	0.50
6.	Net Asset Value per equity share	6.63	6.52	6.08	6.82
7.	Total borrowings	1,18,214.00	1,21,500.00	1,32,461.00	1,35,333.00

For further details, please refer the section titled "*Financial Information*" on page 118 of this Draft Letter of Offer.

6. Summary of Outstanding Litigation

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoters, our Directors and our Subsidiaries is provided below:

(₹ in lakhs)

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchange against our Promoters	Material Civil Litigation	Aggregate amount involved (₹ in lakhs)
Company						
By the Company	Nil	6	Nil	Nil	Nil	Not quantifiable
Against the Company	1	Nil	Nil	Nil	3	8,698.25
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By Promoters	1	14	Nil	Nil	Nil	9,411.00
Against Promoters	4	7	Nil	5	1	19,119.06
Subsidiaries						
By Subsidiaries	Nil	8	Nil	Nil	1	1,691.42
Against Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil

#To the extent quantifiable.

For further details, please refer the chapter titled "*Outstanding Litigation and Material Developments*" on page 215 of this Draft Letter of Offer.

7. Risk Factors

Please see the chapter titled "*Risk Factors*" beginning on page 25 of this Draft Letter of Offer.

8. Summary of Contingent Liabilities

Following are the details as per the Limited Reviewed Consolidated Financial Information for the three months period ended June 30, 2022 and Restated Consolidated Financial Information as at and for the Financial Years ended on March 31, 2022, 2021 and 2020 :

(₹ *in lakhs)*

Particulars	For the three months period ended June 30, 2022	As at 31st March, 2022	As at 31st March, 2021	As at 31st March, 2020
Income tax demands against which the group has gone on appeal	227.00	227.00	300.00	300.00
Service Tax Demands against which the group has gone on appeal	1,465.00	1,465.00	1,465.00	1,465.00
Corporate guarantees given	-	-	12,497.00	32,743.00
Claims against the Company/Subsidiaries, not acknowledged as debt	256.00	241.00	-	-
Total	**1,948.00**	**1,933.00**	**14,262.00**	**34,508.00**

For further details, please see the section titled "*Financial Information"* at page 118 of this Draft Letter of Offer.

9. Summary of Related Party Transactions

Following are the details as per the Limited Reviewed Consolidated Financial Information for the three months period ended June 30, 2022 and Restated Consolidated Financial Information as at and for the Financial Years ended on March 31, 2022, 2021 and 2020:

(₹ *in lakhs)*

Description	Name of the Related Party	Quarter ended June 30, 2022	2021-22	2020-21	2019-20
Writeback of creditors	Shriram EPC Limited	-	5	-	1,368
Reimbursement of Expenses	Shriram EPC Limited	-	-	-	1
Interest expense	SVL Limited	443	1,989	-	-
	Janati Biopower Private Limited	58	-	-	-
Loss on disposal of Biobijlee Green Power Limited	Janati Biopower Private Limited	-	-	-	3
Cost of Maintenance	Tudic Elecktro Centar Obnovljivi izvori d.o.o, Sibenik	77	105	126	179
Amounts no longer receivable written off	EPL Wind (Private) Limited	-	-	-	29
	OGP Lanka (Private) Limited	-	-	-	28
	SGP Lanka (Private) Limited	-		-	28
Managerial Remuneration to Mr. Venkatachalam Sesha Ayyar(Refer Note 2)	Salaries and Short-term employee benefits;	-	32	61	61
	Contribution to defined contribution plans	-	2	4	4
	Compensated absences and Gratuity provision	-	18	3	1
	Performance bonus	-	-	-	-
Remuneration to Key Managerial Personnel to Mr.T.Shivaraman	Salaries and Short-term employee benefits;	-	-	-	-
	Contribution to defined contribution plans	-	-	-	-
	Compensated absences and Gratuity provision	-	-	-	-
Remuneration to Key Managerial Personnel to Ms. J Kotteswari (Refer Note 5)	Salaries and Short-term employee benefits;	14	57	57	-
	Contribution to defined contribution plans	1	4	4	-
	Compensated absences and Gratuity provision	0	1	2	-
	Performance bonus	-	-	-	-
Remuneration to Key Managerial Personnel to Ms. M Kirithika	Salaries and Short-term employee benefits;	4	15	3	-
	Contribution to defined contribution plans	0	1	-	-
	Compensated absences and Gratuity provision	-	-	-	-

Description	Name of the Related Party	Quarter ended June 30, 2022	2021-22	2020-21	2019-20
Remuneration to Key Managerial Personnel to Mr. K V Kasturi (Refer Note 5)	Salaries and Short-term employee benefits;	-	-	-	59
	Contribution to defined contribution plans	-	-	-	4
	Compensated absences and Gratuity provision	-	-	-	1
	Performance bonus	-	-	-	-
Remuneration to Key Managerial Personnel to Mr. P Srinivasan	Salaries and Short-term employee benefits;	-	-	28	40
	Contribution to defined contribution plans	-	-	2	3
	Compensated absences and Gratuity provision	-	-	-	1
Assignment of Receivables from Biobijlee Green Power Limited (Subsidiary of Janati Bio Power Private Limited) to SVL Limited	SVL Limited	-	-	3,612	-
Sale of Investments in Biobijlee Green Power Limited (Refer Note 7)	Janati Biopower Private Limited	-	-	-	2
Sale of Investments in Beta wind farm (Andhra Pradesh) Private Limited	Janati Biopower Private Limited	-	-	-	-
Contribution to Post employment benefit plans	Orient Green Power Company Limited Employees Gratuity Trust	-	51	-	-
	Beta Wind Farm Private Limited Employees Gratuity Trust	-	70	-	-
	Bharath Wind Farm Limited Employees Gratuity Trust	-	13	-	-
	Clarion Wind Farm Private Limited Employees Gratuity Trust	-	45	-	-
	Gamma Green Power Private Limited Employees Gratuity Trust	-	7	-	-
Loans and Advances Made /Repaid / (Recovered (received) - Net)	SVL Limited (Refer:- Note 8)	1,821	(1,687)	5,935	11,486
	Janati Biopower Private Limited	-*	389	(5,493)	(2,452)
	Tudic Elecktro Centar Obnovljivi izvori d.o.o, Sibenik				

**In accordance with shareholders approval for the disposal of biomass investments and sale of one biomass power undertaking, the Company disposed its entire investments in Biobijlee Green Power Limited, a wholly owned subsidiary, to M/s. Janati Biopower Private Limited for Rs.1.60 lakhs.*

(₹ in lakhs)

Closing Balance at the Year End					
Description	**Name of the Related Party**	**Quarter ended June 30, 2022**	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**
Receivable towards disposal of 10MW biomass power Undertaking	Biobijlee Green Power Limited	-	-	-	3,610
Loans, Advances and Interest Receivables	Janati Biopower Private Limited	-	-	389	5,493
Borrowings / Other Long Term Liabilities	SVL Limited	9,693	29,015	27,025	24,513
	Janati Biopower Private Limited	17,500	-	-	-
Payable	Shriram EPC Limited - Payable towards purchase of Fixed Asset & Others	2,300	2,300	2,305	2,306

Closing Balance at the Year End					
Description	**Name of the Related Party**	**Quarter ended June 30, 2022**	**As at 31 March 2022**	**As at 31 March 2021**	**As at 31 March 2020**
	Tudic Elecktro Centar Obnovljivi izvori d.o.o, Sibenik	16	13	29	26

For further details, please see the section titled "*Financial Information"* at page 118 of this Draft Letter of Offer.

10. Issue of equity shares made in last one year for consideration other than cash

Our Company has not made any issuances of Equity Shares in the last one year for consideration other than cash.

11. Split or consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of Equity Shares in the last one year.

SECTION II - RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Letter of Offer, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

To obtain a complete understanding, you should read this section in conjunction with the sections "Industry Overview", "Our Business" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 74, 92 and 198 of this Draft Letter of Offer, respectively. The industry-related information disclosed in this section has been derived from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Neither our Company, nor any other person connected with the Issue, including the LM, has independently verified the information in the industry report or other publicly available information cited in this section.

This Draft Letter of Offer also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and, in the section titled "Forward-Looking Statements" on page 18 of this Draft Letter of Offer.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Consolidated Financial Information and the Limited Review Financial Information, prepared in accordance with Ind AS and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

Materiality:

The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality of Risk Factors:

- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively; and*
- *Some events may not be material at present but may have a material impact in future.*

The financial and other related implications of risks concerned, wherever quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

In this Draft Letter of Offer, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to Orient Green Power Company Limited.

The risk factors are classified as under for the sake of better clarity and increased understanding.

INTERNAL RISK FACTORS

<u>BUSINESS RELATED RISKS</u>

1. ***We are yet to obtain consents/ no objection certificate from certain lenders of our Company for the Issue.***

   Our Company has entered into agreements for fund based and non-fund-based borrowings with certain lenders and corporate guarantees extended on behalf of our Subsidiaries. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations which *inter-alia* include change in capital structure (including this present proposed Issue), formulation of any scheme of amalgamation or reconstruction, declaring dividends, further expansion of business, granting loans to directors, repaying secured loan and unsecured loans, undertake guarantee obligations, which shall require our Company to obtain prior approval. In accordance with the terms of the loan agreements, our Company had applied to five (05) lenders for obtaining their consents/ non-objection certificates for undertaking this Issue, however, as of date of this Draft Letter of Offer, our Company has received no-objection certificates from one (01) lender and is yet to receive no-objection certificates from SREI Infrastructure Finance Limited, Axis Bank Limited, Yes Bank and Export Import Bank. We have *vide* letters dated August 19, 2022, August 19, 2022, June 10, 2022 and August 19, 2022 and follow-on emails dated September 6, 2022, requested SREI Infrastructure Finance Limited, Axis Bank Limited, Yes Bank and Export Import Bank, respectively to provide us with their consent/no objection certificate to undertake the Issue, however, as of date of this Draft Letter of Offer, we have not received any response from these lenders. Undertaking the Issue without obtaining consents/no objection certificates from the aforementioned lenders may constitute a breach of covenant under the relevant financing documents, which could entitle the respective lenders to consider this Issue as an event of default under the loan agreements, thereby entitling them to take adverse actions against our Company as per their respective agreements. The occurrence of any of the events mentioned above can adversely affect our business, results of operations and financial condition.

2. ***Our wind farms' commercial viability and profitability depend on wind and associated weather conditions, as well as our ability to assess such conditions when selecting new wind farm sites.***

   Our wind power business generates revenue primarily from the sale of electricity generated by our wind farms. The amount of electricity generated by, and the profitability of, our wind farms depend on climatic conditions, particularly wind conditions, which can vary dramatically across the seasons and between locations of our wind farms, and are also subject to general climatic changes and changing weather patterns.

   Currently, WEGs will only begin to operate when wind speeds reach a certain minimum (approximately three to four meters per second), and must be disconnected when wind speeds exceed a certain maximum (approximately 25 meters per second). Therefore, if wind speeds are outside these limits, the electricity output from our wind farms will decrease or cease. During the project development phase and before construction of any wind farm, we conduct wind tests to evaluate the site's potential installed capacity, and we base our core operational and financial assumptions and investment decisions on the tests' findings. We cannot assure you that the actual climatic conditions at any particular project site will conform to the assumptions that we made during the project development phase and, as a result, we cannot guarantee that our wind farms will be able to meet their anticipated electricity output in the future.

   Historically, our wind farms located in India usually reach peak electricity output in the months of May to September, and lowest electricity output in the months of December to February. If the seasonal variations and fluctuations in wind conditions of these areas do not conform to our historical observations or do not correspond to our assumptions, it may result in unexpected fluctuations in the electricity output of such wind farms and consequently, our results of operations. Similarly, extreme wind or weather conditions, particularly those affecting multiple wind farms, could reduce our operational efficiency and electricity production, which could have a material adverse effect on our business, financial condition or results of operations.

3. ***To expand our renewable energy business, we must find, and obtain control of suitable operating sites, which are in limited supply. Any failure to identify and obtain access to suitable parcels of land may reduce the number of renewable energy projects that we can undertake and thereby materially and adversely affect our business, prospects, financial condition and results of operation.***

The viability of wind power projects is dependent on the wind patterns, which vary based on location and time. Our ability to execute future wind farm projects will depend on our ability to identify and obtain access to suitable parcels of land for development of wind farms. Our ability to obtain access to suitable parcels of land can be affected by a variety of factors, including, among others, location, weather pattern, the willingness of landowners to sell, lease or develop the land, the cost of acquiring or leasing the land, the availability and cost of financing and obtaining governmental permits and approvals for the development of wind farms. Some of those factors are beyond our control. Any failure to identify and obtain access to suitable parcels of land for development of any of our projects in a timely manner may reduce the number of wind farm projects that we can undertake and thereby materially and adversely affect our business, prospects, financial condition and results of operation.

4. ***Risks inherent to power sector could materially and adversely affect our business, financial condition and results of operations.***

Power sector have certain risks which are generally beyond our control and include:

- political, regulatory, fiscal, monetary and legal actions and policies that may adversely affect the viability of power projects, and have an adverse effect on our future projects;
- changes in government and regulatory policies relating to the power sector (including withdrawal of fiscal or other incentives which may have been provided by the government);
- adverse changes in demand for, or the price of, power generated or distributed;
- the willingness and ability of consumers to pay for the power produced by projects we are engaged on;
- increased costs due to changes in environmental regulations;
- potential defaults under financing arrangements of project companies and their equity investors;
- failure of third parties such as contractors, O&M contractors, sub-contractors and others to perform on their contractual obligations in respect of projects we are engaged on;
- adverse fluctuations in interest rates or currency exchange rates;
- economic, political and social instability (such as creation of new state boundaries in India) or occurrences such as natural disasters, armed conflict and terrorist attacks, particularly where projects are located or in the markets they are intended to serve; and
- delay in obtaining/renewing regulatory or environmental clearances and suspension or cancellation due to non-conformity with conditions stipulated under the clearance.

In addition, any significant change in plans of our clients or change in our relationship with these existing clients may affect our business prospects. Furthermore, we are dependent on our client's financial condition, as any adverse change in their financial condition may affect the financing and consequently the implementation of the projects. In the event the our clients are adversely affected, our results of operations and financial condition could be materially and adversely affected.

5. ***Our business is working capital intensive. If we experience insufficient cash flows to meet required payments on our debt and working capital requirements, there may be an adverse effect on our operations.***

Our business requires a significant amount of working capital which is based on certain assumptions, and therefore, any change of such assumptions would result in changes to our working capital requirements. In many contracts, significant amounts of working capital are required to finance the purchase of services and materials, the performance and maintenance and other work on our projects before payment is received from clients. Our working capital requirements may increase due to an increase in the size of our operations and the increase in credit period of any of our consumers. In addition, we may need to incur additional indebtedness in the future to satisfy our working capital requirements.

Delays in monthly payments or sale of REC certificates from our clients and traders may increase our working capital requirements. We may file a claim for compensation of the loss that we incurred pursuant to our contracts but settlement of disputes generally takes time and financial and other resources, and the outcome is often uncertain.

In general, we may make provisions for bad debts, based primarily on ageing and other factors such as special circumstances relating to specific clients. There can be no assurance that the payments will be remitted by our clients to us on a timely basis or that we will be able to efficiently manage the level of bad debt arising from such payment practice. Our working capital position is therefore also dependent on the financial position of our clients. All of these factors may result in increases in the amount of our receivables and short-term borrowings. Continued increases in working capital requirements may have an adverse effect on our financial condition and results of operations.

6. ***Our operations are subject to various operational risks that could expose us to material liabilities, loss in revenues and increase in expenses. We may also be subject to liability claims arising from defects in services provided by us.***

Our operations are subject to hazards inherent in operation of large equipments, such as risk of equipment failure, work accidents, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment, and environmental damage. Project sites often put our employees and others in close proximity with mechanized equipment, moving vehicles, high platforms and highly regulated materials. On many sites we are responsible for the safety of our workforce and must implement safety procedures. If we fail to implement such procedures or if the procedures we implement are ineffective, our employees and others may be injured. Unsafe work sites also have the potential to increase employee turnover, increase the cost of a project to our clients, and raise our operating costs. Any of the foregoing could result in financial losses, which could have a material adverse effect on our business, results of operations and financial condition. Although we endeavour to provide adequate insurance coverage and a safe working environment to all our employees, we cannot rule out the possibility of future accidents at our project sites. Any liability in excess of our insurance limits could result in additional costs, which would reduce our profits and adversely affect our business and results of operations. For further information, see "*Our Business*" on page 92 of this Draft Letter of Offer.

7. ***We may not be able to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our businesses on time or at all. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may adversely affect our operations.***

We have various plants located in different parts of the country and abroad which are subject to regulatory authorities of State Government as well as the Central Government, there can be no assurance that the consents or other approvals required from third parties, which include central, state and local governmental bodies, in connection with the running, operation and maintenance of these plants will be issued or granted to us in a timely manner or at all. It is possible that some plants located in areas that will require significant infrastructure support, including roads, electrical power, telecommunications, water and waste treatment. We may be dependent on third parties, including local authorities, to facilitate in obtaining these approvals and also provide such services. Any delay or failure by any third party to provide such additional services (where we depend on them) or a failure to obtain any required consents and approvals on acceptable terms or in a timely manner may affect our ability to operate our plants.

Even after we have obtained the required licenses, permits and approvals, our operations are subject to continued review and the governing regulations may change. Further, certain of our contractors and other counterparties are required to obtain approvals, licenses, registrations and permits with respect to the services they provide to us. We cannot assure you that such contractors or counterparties have obtained and will maintain the validity of such approvals, licenses, registrations and permits. We cannot assure you that we or any other party will be able to obtain or comply with all necessary licenses, permits and approvals required for our power plants in a timely manner to allow for the uninterrupted construction or operation of our power plants, or at all.

Furthermore, our government approvals and licenses, including environmental approvals are subject to numerous conditions, some of which are onerous and require us to incur substantial expenditure, specifically with respect to compliance with environmental laws. We cannot assure you that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties and suffer a disruption in our operations, any of which could materially and adversely affect our business and results of operations. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may adversely affect our operations.

8. ***Revenues from our business are exposed to market electricity prices and a decline in market electricity prices below anticipated levels could have a material adverse effect on our business and financial performance.***

Remuneration for electricity sold by certain of our projects depends, in part, on market prices for electricity. Market prices may be volatile and are affected by various factors, including the cost of raw materials used as sources of energy, average rainfall levels, the cost of power plant construction, the technological mix of installed generation capacity and user demand.

In certain cases, we may enter into long-term agreements for the purchase and sale of electricity at a benchmark price. If the market price for electricity rises above anticipated levels, we may be unable to supply electricity to customers who are willing to pay a higher price, which will disadvantage our business in relation to our competitors. In certain other cases, the price we may charge for our electricity are set by regulatory entities and/or by the governments through a tariff system. There can be no assurance that the market price for electricity will remain at levels that would enable us to maintain profit margins at our desired rates of return. A decline in market prices below anticipated levels in these cases could have a material adverse effect on our business, financial condition and results of operations.

9. ***We conduct a significant portion of our development activities and operations through certain of our Subsidiaries and through third party developers, over which we may not have full control. The realization of any of the risks inherent in our operations conducted through certain of our Subsidiaries and third party developers and other factors may lead to disputes, loss of deposits paid and may affect the operations of our Company and our Subsidiaries and, as a result, our financial condition and results of operations may be materially and adversely affected.***

We generally seek to enter into collaborations with domestic and international players in the respective fields as part of our efforts to expand our business. The success of our business collaboration depends significantly on the satisfactory performance by our partners of their contractual and other obligations. These arrangements involve a number of risks, including:

- Disputes with partners and minority shareholders in connection with the performance of each party's obligations under the relevant arrangements;
- Failure of our third party developers to fulfill their contractual obligations to obtain licenses and approvals;
- Financial difficulties encountered by a partner affecting its ability to perform its obligations under contracts with us;
- Conflicts between the policies and objectives adopted by partners and those by us;
- Partners having economic or business interests inconsistent with ours; and
- Partners that follow inconsistent business processes, internal controls and internal control over financial reporting than we follow.

The realization of any of these risks and other factors may lead to disputes, loss of deposits paid and may affect the operations of our Company and our Subsidiaries and, as a result, our financial condition and results of operations may be materially and adversely affected.

10. ***We generally rely on transmission lines and other transmission facilities that are owned and operated by government or public entities.***

Consistent with industry practice, we depend on electric transmission lines owned and operated by government or public entities to deliver the electricity we sell. Some of our projects have limited access to transmission and distribution networks. We may not be able to secure access to the available transmission and distribution networks at reasonable prices or at all. Moreover, in the event of a failure in the transmission facilities, we may lose revenues. Transmission limitations may cause us to curtail our production of electricity, impairing our ability to fully capitalize on a particular projects' potential. Any such failure could have a material adverse effect on our business, financial condition and results of operations.

11. ***The extent and reliability of the Indian electricity grid could adversely affect our results of operations and***

financial condition.

India's physical infrastructure, including its electricity grid, is less developed than that of many developed countries. The transmission and dispatch of the full output of our renewable energy projects may be curtailed as a result of grid constraints, such as grid congestion, restrictions on transmission capacity of the grid and restrictions on electricity during certain periods. As the electricity we generate is not stored and must be transmitted or use once generated, we may have to stop producing electricity during the period when electricity is unable to be transmitted due to grid congestion or other grid constraints. Such events could reduce the net power generation of our renewable energy projects. If construction of renewable energy projects outpaces transmission capacity of electricity grids, we may be dependent on the construction and upgrade of grid infrastructure by government or public entities. We cannot assure you that the relevant government or public entities will do so in a timely manner, or at all. The curtailment of our wind farms' output levels will reduce our electricity output and limit operational efficiencies, which in turn could have an adverse effect on our results of operations and financial condition.

12. ***We rely on key customers which include government and private entities. An inability or failure by such customers to meet their contractual commitments or insolvency or liquidation of our customers could have a material adverse effect on our business, financial position and results of operations. In addition, we may be subject to additional regulatory or other scrutiny associated with commercial transactions with government owned or controlled entities and agencies.***

We depend on sales of electricity to certain key customers, and our operations are highly dependent upon such customers' fulfilling their contractual obligations under our PPAs. In the fiscal year ended March 31, 2022, 52% of our consolidated revenues from our wind business, was derived from the sale of electricity to our top five customers. Our customers may not comply with their contractual payment obligations or may become subject to insolvency or liquidation proceedings during the term of the relevant contracts, and the credit support received from such customers may not be sufficient to cover our losses in the event of a failure to perform. An inability or failure by such customers to meet their contractual commitments or insolvency or liquidation of our customers could have a material adverse effect on our business, financial position and results of operations.

In addition, in the fiscal year ended March 31, 2022, 20% of our consolidated revenues from our wind business was derived from the sale of electricity to government entities or agencies such as state electricity boards. There may be delays associated with collection of receivables from government owned or controlled entities. Our operations involve significant working capital requirements and delayed collection of our receivables could materially and adversely affect our liquidity and results of operations. In addition, we may be subject to additional regulatory or other scrutiny associated with commercial transactions with government owned or controlled entities and agencies.

13. ***We depend on a limited number of WEG suppliers and other suppliers and some of the parts are proprietary in nature and has to be sourced from OEMs only. If we are unable to manage our purchases of replacement parts and WEGs at prices acceptable to us or if the prices of replacement parts and WEGs increase significantly, profit margins of our wind power business may decrease and our results of operations would be materially and adversely affected.***

The purchase cost of WEGs and replacement parts represents approximately 70% of the overall cost of building a wind farm. There are a limited number of qualified WEG suppliers in India, and the price, supply and delivery lead times of WEGs largely depend on the market demand. In the past, worldwide demand for WEGs exceeded the supply, which led to delivery delays and price increases for WEGs and other necessary equipment. We are exposed to any changes in the market prices of WEGs when we negotiate new supply agreements, and the price trend of WEGs has a direct effect on our results of operations. If we are unable to manage our purchases of WEGs and replacement parts at prices acceptable to us or if the prices of WEGs and replacement parts increase significantly, profit margins of our wind power business may decrease and our results of operations would be materially and adversely affected. We also cannot assure you that our WEG suppliers will not delay delivery to us or prioritize delivery to other market participants, including our competitors. Even though we would expect our suppliers to compensate us for delays in delivery or other delays to perform their contractual obligations, we cannot assure you that such compensation would be adequate to cover the shortfall in revenue. Although we seek to expand and diversify our supplier base, our reliance on a few WEG suppliers and our existing limited relationships with other suppliers exposes us to certain risks, including the loss of any of these suppliers, the inability to find replacement suppliers at commercially acceptable terms, or an adverse change in the terms of our existing contractual agreements with our suppliers. The occurrence of any such events could delay our commercial operation, which in turn could materially and adversely affect our business, financial condition or results of operations.

14. The operation of our power projects may face significant opposition from local communities and other parties, which may adversely affect our results of operations and financial condition.

The operation of our projects may face opposition from the local communities where these projects are located and from special interest groups. In particular, local communities may oppose our land acquisitions and power projects due to various reasons including the perceived negative impact such activities may have on the environment.

There could be instances in the future where we have been forced to relocate our plant due to opposition from the local communities. Such opposition by local communities, non-governmental organizations and other parties which may lead to relocation of the project may delay project implementation and adversely affect our results of operations and financial condition.

15. We depend on certain senior managers and key employees and our inability to retain such senior managers and employees or to adequately replace them or hire additional qualified employees could adversely affect our ability to achieve our objectives and business strategy, and thereby have a material adverse effect on our business and financial performance.

Our operating and execution capability is substantially attributable to the role played by a group of our senior management and key employees. Although we have strengthened our team by recruiting several high-level executives and employees who bring experience in administration and development, together with, in many cases, renewable energy industry specialists, our future success depends significantly on the full involvement of these key executives and employees and our ability to continue to retain and recruit high-level personnel. We do not carry key man insurance. Furthermore, competition for qualified personnel with relevant expertise in India is intense due to the scarcity of qualified individuals in the rapidly growing renewable energy industry, and in particular the wind power sectors. We may need to offer higher compensation and other benefits to attract and retain key personnel. Our retention efforts include selecting the right people in our hiring process through adequate screening and through hiring individuals with relevant experience, providing opportunities for employees to share knowledge with one another through training sessions and presentations and offering an attractive, competitive salary and benefits package. In addition, we also offer a performance and potential-based career growth plan aimed at retaining talented employees based on performance goals. Our inability to retain such key executives and employees, or, alternatively to adequately replace them or hire qualified new executives and employees as our business grows, could adversely affect our ability to achieve our objectives and business strategy, and thereby have a material adverse effect on our business, financial condition or results of operations.

16. We are subject to additional risks as a result of our international expansion strategy that may materially affect our financial results.

Although the majority of our operations are in India, we also derive revenue from our wind assets in Europe. We expect that our operations will continue to expand in these countries due to our belief that we can obtain attractive rates of return, including by capitalizing on regulatory incentives that improve tariff yield and tax benefits, and where our decentralized, smaller plant business model is suitable for the local environment and electricity market and globally in other markets that meet these criteria. In addition, we believe we are ideally positioned to take advantage of growth opportunities in the European and South Asian markets given our experience and expertise in operating wind energy power plants in India. However, we face a number of risks associated with our expansion into new countries that may materially and adversely impact on our business, financial condition and results of operations. These include, but are not limited to, compliance with and changes in laws and regulations applicable to foreign corporations, the absence, loss or non-renewability of favorable treaties or similar agreements with foreign tax authorities, or political, social and economic instability. In addition, we may be at a competitive disadvantage with certain of our competitors who have more experience in these jurisdictions until we have hired experienced staff and/or gained the relevant operating experience.

17. We operate in a highly competitive industry and an inability to compete effectively may lead to a lower market share or reduced operating margins.

We operate in a competitive environment. The principal factors affecting competition include: price; customer relationships; technical excellence or differentiation; service quality; health, safety and environmental standards and practices; financial strength; breadth of technology and technical sophistication and risk management awareness and processes. The level of competition also varies depending on the sector or business vertical, as well as the size, nature and complexity of the project and the geographical region in which the project is to be implemented.

We compete both against international and domestic companies operating in our industry. Some of our international competitors may have greater financial and other resources and better access to capital than we do, which may enable them to compete more effectively for large scale project awards. Competitors may, whether through consolidation or growth, present more credible integrated and/or lower cost solutions than we do, causing us to win fewer tenders as we may lack the pre-qualification criterion required in certain sectors of our business. If we do not succeed in being awarded the contracts for projects, we could fail to increase, or maintain, our volume of order intake and operating revenues. There can be no assurance that we can continue to effectively compete with our competitors in the future, and the failure to compete effectively could have a material adverse effect on our business, financial condition and results of operations. Moreover, the competitive nature of the industry may result in lower prices for our services and decreased gross profit margins, either of which may materially adversely affect our profitability.

18. ***An inability to obtain sufficient funding in the future could result in the delay or abandonment of our expansion and diversification strategies and may have a material adverse effect on our business and results of operations.***

Our future expansion and diversification plans are dependent on various circumstances, including business developments, new business or investment opportunities or unforeseen contingencies. We may require additional external funding to meet our expenditure plans related to expansion and diversification plans, including borrowings or sale of equity or debt securities. An inability to obtain sufficient funding in the future could result in the delay or abandonment of our expansion and diversification strategies. In addition, if we raise additional funds through incurrence of debt, our interest and debt repayment obligations will increase, and we may be subject to additional covenants, which could limit our ability to access cash flow from operations and/or other means of financing. Our ability to arrange financing and the costs of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our current projects and other laws that are conducive to our raising capital in this manner. We cannot assure that we will be able to raise adequate financing to fund future capital requirements on acceptable terms, in time or at all. Any failure to obtain sufficient funding could result in the delay or abandonment of our development and expansion plans and would have a material adverse effect on our results of operations and financial condition.

19. ***There are outstanding litigations involving our Company, our Promoters and our Subsidiaries which, if determined adversely, may adversely affect our business and financial condition.***

As on the date of this Draft Letter of Offer, our Company, our Promoters and our Subsidiaries are involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and/or severally from us and/or other parties, as the case may be. We cannot assure you that these legal proceedings will be decided in favour of our Company, our Promoters and our Subsidiaries, as the case may be, or that no further liability will arise out of these proceedings. We may incur significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoters and our Subsidiaries are provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchange against our Promoters	Material Civil Litigation	Aggregate amount involved (₹ in lakhs)

Company						
By the Company	Nil	6	Nil	Nil	Nil	Not quantifiable
Against the Company	1	Nil	Nil	Nil	3	8,698.25
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By Promoters	1	14	Nil	Nil	Nil	9,411.00
Against Promoters	4	7	Nil	5	1	19,119.06
Subsidiaries						
By Subsidiaries	Nil	8	Nil	Nil	1	1,691.42
Against Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil

[#]*To the extent quantifiable.*

For further details, please refer to the section titled "*Outstanding Litigation and Other Material Developments*" on page 215 of this Draft Letter of Offer.

20. ***One of our Subsidiaries, Amrit Environmental Technologies Private Limited has defaulted in repayment of a loan availed from IL&FS Limited. In the event any adverse actions are taken against our Subsidiary in view of the default, our reputation, business, financial condition and results of operation could be adversely affected.***

Our Subsidiary, Amrit Environmental Technologies Private Limited has defaulted in making repayment of a term loan of ₹ 3,900 lakhs which was availed from IL&FS Financial Services Limited ("**IL&FS**"). Our Company had provided a corporate guarantee for the Loan and pledged 23% of its shareholding held in one of its Subsidiary, Beta Wind Farm Private Limited. IL&FS has filed an insolvency petition before Hon'ble National Company Law Tribunal, having its bench at Chennai ("**NCLT**") against our Company to recover the said loan. Our Company has submitted a one-time settlement proposal with IL&FS for repayment of the Loan and the same has been recommended by IL&FS before NCLT. Any adverse orders passed against us in the matter could affect our business reputation, divert management attention, and result in a material adverse effect on our business prospects and financial performance and on the trading price of the Equity Shares. For further details, please see "*Outstanding Litigation and Material Developments*" on page 215 of the DLOF.

21. ***In the past, there have been instances of delayed or erroneous filing of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 1956 and Companies Act, 2013 to RoC by our Company and our Subsidiaries.***

In the past, there have been certain instances of delay and/or non-filing of statutory forms as per the reporting requirements under the Companies Act, 1956 and Companies Act, 2013 with the RoC, which have been subsequently filed by payment of an additional fee as specified by RoC by our Company and our Subsidiaries. Further, there have been instances of erroneous filings of statutory forms with RoC as per the reporting requirements laid down under the Companies Act 1956 and Companies Act, 2013 by our Subsidiaries. No show cause notice in respect to the above has been received by our Company or our Subsidiaries till date and except as stated in this Draft Letter of Offer, no penalty or fine has been imposed by any regulatory authority in respect to the same. The occurrence of instances of delayed or erroneous filings in future may impact our results of operations and financial position.

22. ***As the securities of our Company are listed on Stock Exchanges in India, our Company is subject to certain obligations and reporting requirements under the SEBI Listing Regulations. Any non-compliances/delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.***

The Equity Shares of our Company are listed on BSE and NSE, therefore we are subject to the obligations and reporting requirements prescribed under the SEBI Listing Regulations. There have been instances in the past wherein, our Company has failed to comply with the requirements of the SEBI Listing Regulations in a timely manner.

Our Company endeavours to comply with all such obligations/reporting requirements, there may be non-disclosures/delayed/erroneous disclosures and/or any other violations which might have been committed by us, and the same may result into Stock Exchanges and/or SEBI imposing penalties, issuing warnings and show cause notices against us and/or taking actions as provided under the SEBI Act and Rules and Regulations made there under and applicable SEBI Circulars. Any such adverse regulatory action or development could affect our business reputation, divert management attention, and result in a material adverse effect on our business prospects and financial performance and on the trading price of the Equity Shares.

23. ***We have incurred losses in the recent past. Continuous financial losses incurred by us may be perceived adversely by external parties such as clients and bankers, which could affect our reputation, business, financial condition and results of operation.***

Our Company has incurred losses in the recent past, the details of which are provided below:

(₹ in lacs)

Particulars	Amount of loss
Loss incurred during year ended March 31, 2021	5,701

There can be no assurance that we will not incur losses in any future periods, or that there will not be an adverse effect on our reputation or business as a result of such losses. Such losses incurred by us may be perceived adversely by external parties such as customers, bankers, and suppliers, which could affect our reputation.

24. ***Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.***

Our Company has experienced negative net cash flow in operating, investing and financing activities in the past, the details of which are provided below:

(₹ in lacs)

Financial Years	Consolidated Cash flows from	Amount (₹ in lacs)	Reasons for negative cash flow
2022	Operating Activities	-*	-
	Financing Activities	(24,632)	On account of repayment of loans and interest
	Investing Activities	-*	-
2021	Operating Activities	-*	-
	Financing Activities	(24,290)	On account of repayment of loans and interest
	Investing Activities	-*	-
2020	Operating Activities	-*	-
	Financing Activities	(29,406)	On account of repayment of loans and interest
	Investing Activities	-*	-

**indicates positive cash flow*

We may incur negative cash flows in the future which could have a material adverse effect on our business, prospects, results of operations and financial condition.

25. ***The Net Proceeds will be utilized by our Company and our Subsidiaries towards repayment or prepayment of loans availed by our Company and our Subsidiaries and accordingly, the utilization of the Net Proceeds will not result in creation of any tangible assets. .***

Our Company proposes to utilize the Net Proceeds towards repaying certain secured and unsecured loans availed by our Company and our Subsidiaries from our Promoter, Janati Bio Power Private Limited and other lenders. The details of the loans identified to be repaid or prepaid using the Net Proceeds by our Company and our Subsidiaries have been disclosed in the section titled "*Objects of the Issue*" on page 64 of this Draft Letter of Offer. While we believe that utilization of Net Proceeds for repayment of secured and unsecured loans would help us to reduce our cost of debt and enable the utilization of our funds for further investment in business growth and expansion, the pre-payment of loans will not result in the creation of any tangible assets for our Company or our Subsidiaries. Further, a portion of the Net Proceeds shall be utilized towards repayment of loans availed by our Subsidiaries and therefore to such extent, our Company will not be able to access and utilize the Net Proceeds and accordingly, there will not be a direct cash flow against such objects in our Company.

26. ***We do not own any trade names or trademarks. We may be unable to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights. Any litigation related to our intellectual property could be time consuming and costly.***

We do not own any copyright, trademark, trade name or other intellectual property right in or to the names or logos, including the " " logo and the "Orient Green Power Company Limited or "Orient Green Power" trade names or trademarks with the Trade Mark Registry. We do not enjoy the statutory projections accorded to a registered trademark include sentence on application to register new logo. There can be no assurance that we will be able to register the trademark and the logo or that third parties will not infringe on our intellectual property, causing damage to our business prospects, reputation and goodwill. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect its intellectual property.

27. ***Our operating projects are located in four states in India and expanding into other states poses risks.***

Our operations have been geographically concentrated in the states of Andhra Pradesh, Gujarat, Karnataka and Tamil Nadu due to the potential for wind power availability, favorable incentives for renewable energy companies, attractive tariff structures and a shortage of electricity supply. Our business is significantly dependent on the general economic condition and activity in the states in which we operate, and the central, state and local government policies relating to renewable energy. Although investment in the renewable energy sector in the areas in which we operate has been encouraged, there can be no assurance that this will continue.

We may expand geographically to other states with characteristics similar to the states in which we currently operate. We may not gain acceptance or be able to take advantage of expansion opportunities outside our current markets. This may place us at a competitive disadvantage and limit our growth opportunities. We face additional risks if we undertake projects in other geographic areas in which we do not possess the same level of familiarity. We may be affected by various factors, including but not limited to:

- adjusting our development and operational methods to different geographic areas and to comply with different legal and regulatory requirements;
- obtaining the necessary government and other approvals in time or at all;
- finding reputable turn-key contractors;
- attracting customers in a market in which we do not have significant experience; and
- hiring sufficiently experienced employees and absorbing increased management costs.

Further, our competition may have a significant foothold over such geographies. If we undertake any expansion, we may not be able to successfully manage some or all of these risks, which may have a material adverse effect on our revenues, profits and financial condition.

28. ***We rely on third-party suppliers and our in-house team to maintain our key equipment. Any failure of our operations and maintenance contractors or personnel to provide adequate operations and maintenance services, or our inability to hire or retain qualified operations and maintenance personnel, could have a material adverse effect on our business and financial performance.***

Our WEG suppliers are contractually obligated to provide operational and maintenance services for a set time period after each WEG enters into operation, pursuant to which they undertake to conduct (i) scheduled and unscheduled maintenance in accordance with day-to-day operational guidelines and maintenance routines and (ii) component repair or replacement. After the expiration of supplier maintenance, we may subcontract operations and maintenance to third parties or use our in-house team. In addition, our operations also rely on computer information and communications technology and related systems in order to operate properly.

If the third-party suppliers or our in-house operations and maintenance team were to fail to provide inspection, maintenance or repair works for our key equipment and systems in a timely manner or at all, our power generation and business operation could be interrupted or delayed, possibly without warning. In addition, we may be unable to hire or retain qualified operations and maintenance personnel. The occurrence of any of these events could have a material adverse effect on our business, financial condition or results of operations.

29. We may not be able to identify or correct defects or irregularities in title to the land upon which we own or intend to develop our power projects. Any decision to acquire land based on inaccurate, incomplete or dated information may result in risks and liabilities associated with acquiring and owning such parcels of land.

There may be various legal defects and irregularities in title to the lands on which we currently own or intend to develop our renewable energy projects, which we may not be able to fully identify or assess. Our rights in respect of these lands may be compromised by improperly executed, unregistered or insufficiently stamped conveyance instruments in the property's chain of title, unregistered encumbrances in favor of third parties, rights of adverse possessors, ownership claims of family members of prior owners, or other defects that we may not be aware of. Any defects or irregularities of title may result in loss of development rights over land, which will prejudice the success of our power projects and may require us to write off substantial expenditures in respect of a project. Any inability to identify defects or irregularities of title, and any inability to correct any such defects or irregularities of title may have an adverse effect on our business, financial condition and results of operations. Any decision to acquire land based on inaccurate, incomplete or dated information may result in risks and liabilities associated with acquiring and owning such parcels of land.

30. Nearby objects may interfere with our wind farms, which could affect the operational performance of our WEGs and have a material adverse effect on our business and financial performance.

The operational performance of our wind farms depends on wind speeds and other climatic conditions at the relevant site. However, objects such as buildings, trees or other WEGs near our wind farms, especially in more built-up areas, may reduce our wind resources due to the disruption of wind flows, known as "wake effects." During the wind farm development process, we typically assess at least one wind season's wind data to complete a preliminary feasibility study on a proposed wind site. After the preliminary feasibility study is complete, we also conduct a more thorough analysis of a particular location including wind conditions, climate, topography, wind variability and potential for future construction in a given area. Although we exercise care when selecting our wind farm sites, in certain instances, we may only acquire land underlying our WEG pylons and the nearby infrastructure. Subsequent development on nearby land could have a negative wake effect on our wind farms. Such developments may reduce the operational performance of our wind farms, which could have a material adverse effect on our business, financial condition or results of operations.

31. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.

Although we attempt to maintain the latest international technology standards, the technology requirements for businesses in the power sector are subject to continuing change and development. Some of our existing technologies and processes in the power business may become obsolete, performing less efficiently compared to newer and better technologies and processes in the future. The cost of upgrading or implementing new technologies, upgrading our existing equipment or expanding capacity could be significant and could adversely affect our results of operations. Failure to respond to current and future technological changes in the renewable energy industry in an effective and timely manner may have a material adverse effect on our business, financial condition or results of operations.

32. Our business is seasonal in nature.

We have historically experienced seasonal fluctuation in the usage of power by our customers, with higher sales volumes and usage during the first half of the year, *i.e.*, from April until September. These seasonal variations in consumer demand subject our sector to a considerable degree of volatility. As a result, our revenue and profits may vary during different quarters of the Financial Year and certain periods may not be indicative of our financial position for a full Financial Year or future quarters or periods and may be below market expectations. Since our business is seasonal in nature, we are vulnerable to non-availability of adequate resources to respond to the increased demand of power during the peak filing season. In the event, we are unable to source adequate resources and effectively respond to the increased demand, we may face the risk of losing our customers to our competitors which could lead to significant reduction in our customer base. Our inability to effectively and in a timely manner respond to the above-mentioned events might affect our brand image and our ability to capitalize the opportunities which such spurred demand offers for our business and in turn could adversely affect our cash flows, financial condition and business operations.

33. We do not own certain premises used by us. Disruption of our rights as licensee/ lessee or termination of the agreements with our licensors/ lessors would adversely impact our manufacturing operations and, consequently, our business.

As on the date of this Draft Letter of Offer, our Registered Office and the land on which certain of our wind mills are situated, have been taken on lease by our Company from third parties. For details, please refer to the chapter titled "*Our Business- Our Immovable Properties*" on page 97 of this Draft Letter of Offer.

There is no assurance that our Company will be able to renew the lease agreements or deeds entered into with third parties in a timely manner or at all. Further, there is no assurance that we will not face any disruption of our rights as a lessee/ licensee and that such leave and license and lease agreements will not be terminated prematurely by the licensor/lessor. Any such non-renewal or early termination or any disruption of our rights as lessee / licensee might adversely affect our business operations.

34. Our Company does not have any documentary evidence for the educational qualifications and experience of certain of our Directors.

Our Chairman and Independent Director, Rangachary Nambi Iyengar and our Independent Directors, Maj. Gen. Amrit Lal Suri (Retired) and Ganapathi Ramachandran are unable to trace documents evidencing their educational qualifications and experience in their respective sectors. Due to lack of documents and relevant information from the aforementioned Directors, we have placed reliance upon affidavits issued by each of the Directors confirming the disclosures made in their respective biographies in the chapter titled "*Our Management*". For further details, please refer to the chapter titled "*Our Management*" on page 101 of this Draft Letter of Offer.

35. Some of our Subsidiaries have incurred losses in the past.

Some of our Subsidiaries have incurred losses in the past, details of which are as under:

(₹ in lakhs)

Name of the entity	**Profit/(Loss)**		
	March 31, 2022	**March 31, 2021**	**March 31, 2020**
Amrit Environmental Technologies Private Limited	(984)	(585)	(651)
Beta Windfarm Private Limited	-*	(5,536)	(998)
Orient Green Power Europe B.V.	-*	-*	(39)
Bharat Windfarm Limited	-*	-*	(23)
Gamma Green Power Private Limited	(325)	(300)	-*
Orient Green Power (Maharashtra) Private Limited	(1,864)	(1)	(1)

**Represents profits*

There can be no assurance that our Subsidiaries will not incur losses in any future periods, or that there may not be an adverse effect on our reputation or business as a result of such losses. Such losses incurred by our Subsidiary may be perceived adversely by external parties such as customers, bankers, and suppliers, which may affect our reputation.

36. Some of our Subsidiaries have a negative Net Worth.

Some of our Subsidiaries have a negative Net Worth due to the losses reported by them, details of which are provided below:

(₹ in lakhs)

Name of the entity	Negative Net Worth		
	March 31, 2022	March 31, 2021	March 31, 2020
Amrit Environmental Technologies Pvt Ltd	(7,842)	(6,857)	(6,272)
Beta Windfarm Pvt Ltd	(11,670)	(15,266)	(9,749)
Gamma Green Power Pvt Ltd	(12,470)	(12,143)	(11,843)

There can be no assurance that our Subsidiaries will not have a negative Net Worth in the future as well.

37. ***Some of our Subsidiaries have experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.***

Some of our Subsidiaries have experienced negative net cash flow in the past, the details of which are provided below:

(₹ in lakhs)

Name of the entity	March 31, 2022	March 31, 2021	March 31, 2020
Net Cash Flow from/(used in) Operating Activities			
Amrit Environmental Technologies Pvt Ltd	(1)	(8)	-*
Gamma Green Power Pvt Ltd	-*	-*	(3,218)
Orient Green Power (Maharashtra) Pvt Ltd	-*	(1)	-*
Net Cash Flow from/(used in) Investing Activities			
Beta Windfarm Pvt Ltd	-*	-*	(264)
Orient Green Power Europe B.V.	(46)	(1)	-*
Bharat Windfarm Limited	(943)	-*	(5,792)
Orient Green Power (Maharashtra) Pvt Ltd	-*	-*	(2)
Net Cash Flow from/(used in) Financing Activities			
Beta Windfarm Pvt Ltd	(19,663)	(11,906)	(18,320)
Orient Green Power Europe B.V.	(1,727)	(865)	(884)
Bharat Windfarm Limited	(3,097)	(9,443)	-*
Gamma Green Power Pvt Ltd	(2,325)	(1,674)	(1,715)

**Represents positive cash flow*

There can be no assurance that our Subsidiaries will not experience negative net cash flow in the future as well.

38. ***Our Promoters have incurred negative net worth and losses in the past.***

Our Promoters have incurred negative net worth and losses in the past, details of which are as under:

(₹ in lakhs)

Name of the entity	(Loss)^			Negative Net Worth^		
	March 31, 2021	March 31, 2020	March 31, 2019	March 31, 2021	March 31, 2020	March 31, 2019
SVL Limited	(7,305.86)	(34,186.26)	(1,20,365.73)	(64,553)	(57,247.14)	(23,230.78)
SEPC Limited	(24,901.02)	(18,288.53)	(8,098.83)	-*	-*	-*
Janati Biopower Private limited	(1,274.33)	(14,831.06)	(2,749.42)	(22,882.37)	(21,608.14)	(6,776.98)
Nivedana Power private limited	(6.61)	-#	(3,200.17)	(1,435.80)	(1,429.26)	(5,603.06)
Syandana Energy private limited	(0.24)	-#	(3,921.46)	(1,431.20)	(1,430.96)	(5,576.41)

^Certain of our Promoters are yet to finalize their financial statements for the Financial Year ended March 31, 2022.
#Represents profits
**Represents positive net worth*

There can be no assurance that our Promoters will not incur negative net worth and losses in any future periods, or that there may not be an adverse effect on our reputation or business as a result of such losses.

39. ***Our Promoters, Directors and Key Managerial Personnel have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.***

Our Promoters, Directors and Key Managerial Personnel, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoters, Directors and Key Managerial Personnel may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details, please see the section titled "*Financial Information*" at page 118 of this Draft Letter of Offer.

There can be no assurance that our Promoters, Directors, Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

40. Our Company has extended corporate guarantee with respect to loan facilities availed by our Subsidiaries. Any defaults committed by our Subsidiaries or invocation of the guarantee extended by our Company may adversely affect our business operations and financial condition.

Our Company has extended corporate guarantee for our Subsidiaries namely, Beta Wind Farms Pvt Limited, Clarion Wind Farm Private Limited, VjetroElektrana Crno Brdo d.o.o, Croatia, Gamma Green Power Limited and Amrit Environmential Technologies Private Limited for an amount aggregating to ₹ 1,58,402 lakhs in favour of various lenders with respect to the loan facilities availed by our Subsidiaries. In the event the business and operations of any of our Subsidiaries deteriorates and if they commit a default in payment of principal or interest due to the lenders, the corporate guarantee extended by our Company may get invoked.

On the occurrence of any of the above-mentioned situations, the lenders might demand repayment of the outstanding amounts under the said facilities sanctioned to our Subsidiaries. In the event, we are unable to repay the outstanding amount in a timely manner or at all, the lenders may enforce the restrictive covenants or consequences of defaults which in turn may affect our further borrowing abilities thereby adversely affecting our business and operations.

41. Our Company has extended certain unsecured loans to certain of our Subsidiaries. Any defaults committed by our Subsidiaries in repayment of such loans may adversely affect our business operations and financial condition.

Our Company has extended unsecured loans to certain of our Subsidiaries namely, Orient Green Power (Europe) B.V. Netherlands for an amount aggregating to ₹ 2,468 lakhs as at March 31, 2022. In the event any of our Subsidiaries commit a default in repayment of interest or the principal amount due on these loans, our Company may not be able to recover such loans from our Subsidiaries, which might affect our financial condition thereby leading to shortage of resources for our business and lack of adequate working capital to undertake new projects or complete our ongoing projects. Therefore, any such default by our Subsidiaries may adversely affect our business, financial condition and results of operations.

42. Some of our Subsidiaries may have conflicts of interest as they are engaged in similar business and may compete with us.

Some of our Subsidiaries are engaged in the same industry segment as our Company. Although the product portfolio offered by some our Subsidiaries differs from our Company, however there might be conflicts of interest in future. We have not entered into any non-compete agreements with such Subsidiaries and there can be no assurance that such Subsidiaries will not compete with our existing business or any future business that we might undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business and financial performance.

43. Any conflict of interest which may occur between our business and any other similar business activities pursued by our Promoters could have a material adverse effect on our business and results of operations.

As of the date of this Draft Letter of Offer, some of our Promoters are engaged in business activities similar to our business, thereby causing a conflict of interest between our Company and our Promoters. We have not entered into a non-compete arrangement with him to address such conflicts. We cannot assure you that a conflict will not arise, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations.

44. ***Our Promoters have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.***

After the completion of the Issue, our Promoters will hold approximately [●]% of the paid-up equity share capital of our Company assuming full subscription to the Rights Entitlement in the Issue. Although, our Promoter, Janati Bio Power Private Limited has, *vide* a letter dated September 7, 2022 informed us that it may renounce a part of its Rights Entitlements in favour of third parties, however our other Promoters have *vide* their letters each dated September 7, 2022 undertaken to subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters of our Company. So long as the Promoters have a majority holding, they will be able to elect the entire Board and control most matters affecting us, including the appointment and removal of the officers of our Company, our business strategy and policies and financing. Further, the extent of the Promoters' shareholding in our Company may result in the delay or prevention of a change of management or control of our Company, even if such a transaction may be beneficial to the other shareholders of our Company.

45. ***We have certain contingent liabilities and our financial condition and profitability may be adversely affected if any of these contingent liabilities materialize.***

As of June 30, 2022, our contingent liabilities and commitments (to the extent not provided for) as disclosed in the notes to our Restated Consolidated Financial Information aggregated to ₹ 1,948 lakhs. The details of our contingent liabilities as per the Limited Reviewed Consolidated Financial Information for the three months period ended June 30, 2022 and Restated Consolidated Financial Information as at and for the Financial Years ended on March 31, 2022, 2021 and 2020 are as follows:

(₹ in lakhs)

S. No.	Particulars	As at the three months period ended June 30, 2022	As at 31st March, 2022	As at 31st March, 2021	As at 31st March, 2020
1.	Contingent liabilities (Net of Provisions)				
	Income Tax Demands against which the Group has gone on Appeal	227	227	300	300
	Service Tax Demands against which the Group has gone on Appeal Note: The Group expects a favourable decision with respect to the above disputed demands / claims based on professional advice. Hence, no provision for the same has been made.	1,465	1,465	1,465	1,465
	Corporate Guarantees given (Refer note 1 & 2 below)	-	-	12,497	32,743
	Claims against the Company/subsidiary, not acknowledged as debt	256	241	-	-
2	Commitments	-	-	-	-
	Total	**1,948**	**1,933**	**14,262**	**34,508**

For further details of contingent liability, see the section titled — "*Financial Information*" on page 118 of this Draft Letter of Offer. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

46. ***We have in past entered into related party transactions and we may continue to do so in the future.***

As of June 30, 2022, we have entered into several related party transactions with our Promoters, our Subsidiaries relating to our operations. In addition, we have in the past also entered into transactions with other related parties. For further details, please see the section titled "*Financial Information"* at page 118 of this Draft Letter of Offer.

While we believe that all our related party transactions have been conducted on an arm's length basis, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

47. The agreements executed by our Company and our Subsidiaries with lenders for financial arrangements contain restrictive covenants for certain activities and if we or our Subsidiaries are unable to get their approval, it might restrict our scope of activities and impede our growth plans.

We and our Subsidiaries have entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund based facilities. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations such as change in capital structure, formulation of any scheme of amalgamation or reconstruction, declaring dividends, further expansion of business, granting loans to directors, repaying unsecured loans/inter corporate deposits availed from Promoters and third parties, undertake guarantee obligations on behalf of any other borrower including subsidiaries, which require our Company and our Subsidiaries to obtain prior approval of the lenders for any of the above activities. We cannot assure you that our lenders will provide us or our Subsidiaries with these approvals in the future.

Further, some of the financing arrangements include covenants which mandate us and our Subsidiaries to maintain total outside liabilities and total net worth up to a certain limit and certain other liquidity ratios. A default under one of these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such financing agreements becoming due and payable immediately. This might have an adverse effect on our cash flows, business, results of operations and financial condition.

48. In addition to the existing indebtedness our Company or our Subsidiaries, may incur further indebtedness during the course of business. We cannot assure that our Company or our Subsidiaries would be able to service the existing and/ or additional indebtedness.

As on June 30, 2022 the total fund based indebtedness of our Company is ₹ 17,841 lakhs and our Subsidiaries is ₹ 1,00,374 lakhs. In addition to the indebtedness for the existing operations of our Company or our Subsidiaries, may incur further indebtedness during the course of their business. We cannot assure you that our Company or our Subsidiaries will be able to obtain further loans at favourable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

Any failure to service the indebtedness of our Company or our Subsidiary or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company or our Subsidiary, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations.

49. Our Company has availed certain unsecured loans from one of our Promoters, Janati Bio Power Private Limited and Subsidiaries, which are recallable in nature.

As on June 30, 2022, our Company has outstanding unsecured loans aggregating to ₹ 24,877 lakhs, which have been extended by one of our Promoters, Janati Bio Power Private Limited, SVL Limited and our Subsidiaries, namely Beta Wind Farm Private Limited, Gamma Green Power Private Limited and Bharath Wind Farm Limited which may be recalled at any time. We cannot assure you that our Promoter will not demand repayment of unsecured loans extended to us prior to the aforementioned time period or after the expiry of such period. In the event, our Promoter seeks a repayment of any these unsecured loans, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. If we are unable to arrange for any such financing arrangements, we may not have adequate working capital to carry out the operations or complete our ongoing operations. Therefore, any such demand may adversely affect our business, financial condition and results of operations.

50. ***Certain of our Subsidiaries do not have clear title over the properties owned by them. Our Subsidiaries may be unable to adequately protect such properties from unauthorized claims, which might adversely affect our operations on a consolidated basis.***

Our Subsidiaries namely, Beta Wind Farm Limited, Gama Green Power Limited and Clarion Wind Farm Private Limited have purchased certain properties from our Promoter, SEPC Limited and our Subsidiary, Bharath Wind Farm Limited, respectively which are yet to be registered in the name of our Subsidiaries. Accordingly, our Subsidiaries do not enjoy the statutory protections accorded to a registered title holder of a property and there can be no assurance that our Subsidiaries will be able to register the properties in their names within a reasonable time or at all. In the event of encroachment by third parties over the properties, our Subsidiaries may need to litigate third parties, and without registering the properties in their names, they may have to prove the validity of their rights and claims over such properties. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed and could adversely affect our operations on a consolidated basis.

51. ***Our operations are subject to a variety of environmental laws and regulations including those relating to hazardous materials. Any failure to comply with applicable environmental laws and regulations could have an adverse effect on our financial condition and results of operations.***

Our operations are subject to numerous environmental protection laws and regulations, which are complex and stringent. The construction, operation and maintenance of power plants, raw materials used in the development of power plants, the impact of noise pollution from construction activities and transportation at our project sites are subject to various environmental laws and regulations. In the event that such regulations become more stringent, such as increasing the requirements for obtaining approvals or meeting government standards, this could result in changes to the infrastructure necessary for power projects and their technical requirements, increasing the costs related to changing construction methods in order to meet government standards and increasing penalties for non-compliance. Furthermore, we may incur significant expenditure relating to operating methodologies and standards in order to comply with applicable environmental laws and regulations.

In addition, our projects may involve the handling of hazardous materials, which, if improperly handled or disposed of, could subject us to civil and criminal liabilities. Further certain environmental laws provide for joint and several liability for remediation of releases of hazardous substances, rendering a person liable for environmental damage without regards to negligence or fault on the part of such person. In addition to potential liabilities that may be incurred in satisfying these requirements, we may be subject to claims alleging personal injury or property damage as a result of alleged exposure to hazardous substances. We are also subject to regulations dealing with occupational health and safety. Such laws and regulations may expose us to liability arising out of the conduct of operations or conditions caused by others, or for our own acts. Sanctions for failure to comply with these laws, rules and regulations, many of which may be applied retroactively, may include administrative, civil and criminal penalties, revocation of permits and corrective orders.

52. ***Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. Our business is working capital intensive and we are required to obtain consents from certain of our lenders prior to the declaration of dividend as per the terms of the agreements executed with them. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. Although our Company has declared dividends in the past, however there can be no assurance that our Company will declare dividends in the future also. For further details, please refer to the chapter titled "*Dividend Policy*" on page 117 of this Draft Letter of Offer.

53. We may be unable to materially improve the efficiency of the operating projects that we acquire.

Our business strategy involves identifying renewable energy assets in the market, acquiring them and improving their performance through better maintenance and restarting machines which were not operational. In the event we are unable to execute this strategy effectively, we may not be able to achieve the plant load factors and revenue that we expect. We cannot assure you that we will be able to execute our strategy successfully or fully within the expected timetable, within our projected costs or at all, or that we will be able to manage our growth effectively, and our failure to do so could have a material adverse effect on our business, prospects, financial condition or results of operations.

54. We have not commissioned an industry report for the disclosures made in the chapter titled "Industry Overview" and made disclosures on the basis of the data available on the internet and such data has not been independently verified by us.

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the chapter titled "*Industry Overview*" of this Draft Letter of Offer. We have made disclosures in the said chapter on the basis of the relevant industry related data available online for which relevant consents have not been obtained. We have not independently verified such data. Further, the industry data mentioned in this Draft Letter of Offer or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Letter of Offer in this context.

ISSUE SPECIFIC RISKS

55. We will not distribute the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter to overseas Shareholders who have not provided an address in India for service of documents.

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circulars our Company will send, only through email, the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares permitted under laws of such jurisdictions and in each case who make a request in this regard. The Issue Materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions. However, the Companies Act, 2013 requires companies to serve documents at any address which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act, 2013 and the rules made thereunder with respect to distribution of Issue Materials in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdictions. While we have requested all the shareholders to provide an address in India for the purposes of distribution of Issue Materials, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act, 2013 and may subject us to fines or penalties.

56. SEBI has recently, by way of circular dated January 22, 2020 streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars, and in this Draft Letter of Offer.

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circular dated January 22, 2020 and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. Further, while in accordance with the SEBI Rights Issue Circulars, the credit of Rights Entitlements shall be made into the demat accounts of the Eligible Equity Shareholders as on the Record Date, such Eligible Equity Shareholders shall participate in the Issue only in accordance with the applicable laws in their respective jurisdictions. For details, see *"Terms of the Issue"* beginning on page 232.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit or credit or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned / reversed / failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

57. The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") may lapse in case they fail to furnish the details of their demat account to the Registrar.

In accordance with the circular SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares). For details, please refer chapter *"Terms of the Issue"* on page 232.

58. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, see "*Terms of the Issue*" on page 232.

59. Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoter may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoter will not dispose of, pledge or encumber their Equity Shares in the future.

60. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares.

61. ***Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.***

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation, cash flows or financial condition, or other events affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

62. ***Investors will be subject to market risks until the Equity Shares credited to the investors demat account are listed and permitted to trade.***

Investors can start trading the Equity Shares allotted to them only after they have been credited to an investor's demat account, are listed and permitted to trade. Since the Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that the Equity Shares allocated to an investor will be credited to the investor's demat account or that trading in the Equity Shares will commence in a timely manner.

63. ***You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.***

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

64. ***The trading price of our Equity Shares may be subject to volatility and you may not be able to sell your Equity Shares at or above the Issue Price.***

The trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets in general experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could adversely affect the price of our Equity Shares.

65. Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

66. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

67. Investors will not have the option of getting the allotment of Equity Shares in physical form.

In accordance with the SEBI ICDR Regulations, the Equity Shares shall be issued only in dematerialized form. Investors will not have the option of getting the allotment of Equity Shares in physical form. The Equity Shares Allotted to the Applicants who do not have demat accounts or who have not specified their demat details, will be kept in abeyance till receipt of the details of the demat account of such Applicants. For details, see *"Terms of the Issue"* on page 232. This may impact the ability of our shareholders to receive the Equity Shares in the Issue.

68. There is no guarantee that our Equity Shares will be listed, or continue to be listed, on the Indian stock exchanges in a timely manner, or at all, and prospective investors will not be able to immediately sell their Equity Shares on a Stock Exchange.

In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be applied for or granted until after our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of our Equity Shares. Accordingly, there could be a failure or delay in listing our Equity Shares on the BSE, which would adversely affect your ability to sell our Equity Shares.

69. Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

70. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

EXTERNAL RISK FACTORS

71. ***Significant differences exist between Ind AS, Indian GAAP and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.***

Our restated summary statements of assets and liabilities as at March 31, 2022, March 31, 2021 and March 31, 2020 and restated summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the Fiscals 2022, 2021 and 2020 along with unaudited three-months period ended June 30, 2022 have been prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Ind AS Rules and restated in accordance with the SEBI ICDR Regulations, the SEBI Circular and the Prospectus Guidance Note.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Letter of Offer, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Restated Consolidated Financial Information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

72. ***Political instability or changes in the Government in India or in the Government of the states where we operate could cause us significant adverse effects.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products or services may be adversely affected by an economic downturn in domestic, regional and global economies.

Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

73. ***A slowdown in economic growth in India could cause our business to suffer.***

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India;
- prevailing income conditions among Indian consumers and Indian corporations;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- variations in exchange rates;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- prevailing regional or global economic conditions; and
- other significant regulatory or economic developments in or affecting India

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

74. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards ("**ICDS**"), thereby creating a new framework for the computation of taxable income. The ICDS became applicable from the assessment year for Fiscal 2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

- the General Anti Avoidance Rules ("**GAAR**") have been made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

- a comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure, which came into effect from July 1, 2017. We cannot provide any assurance as to any aspect of the tax regime following implementation of the GST. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Any increase in taxes and levies, or the imposition of new taxes and levies in the future, could increase the cost of production and operating expenses. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

75. ***Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

These could include further falls in Stock Exchange indices and greater volatility of markets in general due to the increased uncertainty. These and other related events could have a significant impact on the global credit and financial markets as a whole, and could result in reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the global credit and financial markets. There are also concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares.

76. ***Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

77. ***Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

78. ***Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

79. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.***

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations that could affect the insurance industry, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the GoI and other regulatory bodies, or impose onerous requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, any adverse regulatory change in this regard could lead to fluctuation of price points of various input costs and thereby increase our operational cost.

The Taxation Laws (Amendment) Act, 2019, also prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate (on gross basis) for Indian companies from 34.94% to approximately 25.17%. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. Due to COVID -19 pandemic, the Government of India had also passed the Taxation and Other Laws (Relaxation of Certain Provisions) Act, 2020, implementing relaxations from certain requirements under, among others, the Central Goods and Service Tax Act, 2017 and Customs Tariff Act, 1975. Furthermore, the Government of India announced the Union Budget for Fiscal 2022 ("**Budget 2022**"), pursuant to which the Finance Bill 2022 (defined below) has proposed various amendments which will only come into effect upon receipt of Presidential assent to the bill and notification in requisite acts. We have not fully determined the impact of these recent and proposed laws and regulations on our business.

There can be no assurance that we will not be required to comply with additional procedures or obtain additional approvals and licenses from the government and other regulatory bodies or that they will not impose onerous requirements and conditions on our operations in connection with GST. While we are and will comply with the GST rules and regulations, any failure to comply with the same may result in noncompliance with the GST and may adversely affect our business and results of operations. The GoI announced the union budget for fiscal year 2023, following which the Finance Bill, 2022 was introduced in the Lok Sabha on February 1, 2022. Subsequently, the Finance Bill 2022 received the assent from the President of India on March 30, 2022, and became the Finance Act, 2022 ("**Finance Act 2022**"). We cannot predict whether the amendments made and yet to be notified pursuant to the Finance Act 2022 would have an adverse effect on our business, financial condition, future cash flows and results of operations. Any changes in the Finance Act 2022 or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws that are applicable to our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

Changes in other laws may impose additional requirements, resulting in additional expenditure and time cost. For instance, the GoI has announced four labour codes which are yet to come into force as on the date of this Draft Letter of Offer, namely, (i) the Code on Wages, 2019, (ii) the Industrial Relations Code, 2020; (iii) the Code on Social Security, 2020; and (iv) the Occupational Safety, Health and Working Conditions Code, 2020. Such codes will replace the existing legal framework governing rights of workers and labour relations. While the rules for implementation under these codes have not been announced, we are unable to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to employees which were previously segregated under different acts and had different applicability and coverage. The Social Security Code has introduced the concept of workers outside traditional employer-employee work-arrangements, such as "gig workers" and "platform workers" and provides for the mandatory registration of such workers in order to enable these workers to avail themselves of various employment benefits, such as life and disability cover, health and maternity benefits and old age protection, under schemes framed under the Social Security Code from time to time. Any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

80. We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.

We are incorporated in India and we conduct our corporate affairs and our business in India. Our Equity Shares are listed on BSE and NSE. Consequently, our business, operations, financial performance and the market price of our Equity Shares will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations may include:

- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;

- epidemic or any other public health in India or in countries in the region or globally, including in India's various neighbouring countries;
- hostile or war like situations with the neighboring countries;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India's sovereign debt rating by rating agencies; and
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares. For example, our manufacturing facilities are located in western India, hence any significant disruption, including due to social, political or economic factors or natural calamities or civil disruptions, impacting this region may adversely affect our operations.

81. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the prices of the Equity Shares.

The recent outbreak of Novel Coronavirus has significantly affected financial markets around the world. Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

SECTION III – INTRODUCTION

THE ISSUE

This Issue has been authorised through a resolution passed by our Board at its meeting held on April 19, 2022 pursuant to Section 62(1)(a) of the Companies Act. The following is a summary of this Issue, and should be read in conjunction with and is qualified entirely by, the information detailed in the chapter titled "*Terms of the Issue*" on page 232 of this Draft Letter of Offer.

Particulars	Details of Equity Shares
Equity Shares proposed to be issued	Upto [●] Equity Shares
Rights Entitlement	Upto [●] Equity Share(s) for every [●] fully paid-up Equity Share(s) held on the Record Date
Fractional Entitlement	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in multiples of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.
Record Date	[●]
Face value per Equity Shares*	₹ 10/-
Issue Price per Rights Equity Shares	₹ [●]/-
Issue Size	Upto ₹ [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] (Including a premium of ₹ [●]) per Rights Equity Share not exceeding an amount of ₹ 23,000 lakhs.
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue shall rank *pari pasu* in all respects with the Equity Shares of our Company.
Equity Shares issued, subscribed and paid up prior to the Issue	75,07,23,977 Equity Shares
Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	Upto [●] Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	[●]
Money payable at the time of Application	₹ [●]
Scrip Details	**ISIN:** INE999K01014 **Rights Entitlement ISIN: [●]** **BSE:** 533263 **NSE:** GREENPOWER
Use of Issue Proceeds	For details please refer to the chapter titled "*Objects of the Issue*" on page 64 of this Draft Letter of Offer.
Terms of the Issue	For details please refer to the chapter titled "*Terms of the Issue*" on page 232 of this Draft Letter of Offer.

Please refer to the chapter titled "*Terms of the Issue*" on page 232 of this Draft Letter of Offer.

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Event	Indicative Date
Issue Opening Date	[●]
Last Date for On Market Renunciation of Rights**	[●]
Issue Closing Date*	[●]

**The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*
*** Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

GENERAL INFORMATION

Our Company was incorporated under the Companies Act, 1956 with the Registrar of Companies, Chennai, Tamil Nadu and consequently a certificate of incorporation dated December 6, 2006 and a certificate for commencement of business dated January 8, 2007 was issued to our Company by the Registrar of Companies, Chennai, Tamil Nadu. At the time of incorporation, our registered office was located at No. 5, T.V. Street, Chetput, Chennai 600 031, Tamil Nadu. Subsequently, pursuant to a circular resolution dated January 7, 2010, our Registered Office was shifted to Third Floor, Egmore Benefit Society Building, 25 Flowers Road, Chennai 600 084, Tamil Nadu and pursuant to resolution dated February 5, 2022 passed by the Board of Directors, our Registered Office was changed to Bascon Futura SV, 4th Floor, No.10/1, Venkatanarayana Road, T.Nagar, Chennai – 600 017, Tamil Nadu, India.

Registered and Corporate Office of our Company

Orient Green Power Company Limited
Bascon Futura SV, 4th Floor,
No.10/1, Venkatanarayana Road,
T.Nagar, Chennai – 600 017,
Tamil Nadu, India
Telephone: +91 444 901 5678
Fax No.: N.A.
E-mail: complianceofficer@orientgreenpower.com
Website: www.orientgreenpower.com
Registration Number: 061665
CIN: L40108TN2006PLC061665

Registrar of Companies

Our Company is registered with the Registrar of Companies, Tamil Nadu at Chennai, which is situated at the following address:

The Registrar of Companies, Tamil Nadu, Chennai
Block No. 6, B Wing,
2nd Floor, Shastri Bhawan 26,
Haddows Road, Chennai - 600 034,
Tamil Nadu, India.

Board of Directors of our Company

Set forth below are the details of our Board of Directors as on the date of this Draft Letter of Offer:

Name	Age	Designation	Address	DIN
Rangachary Nambi Iyengar	84	Chairman and Independent Director	C - 101, B Wing RNS Santhi Nivas, Near RNS Motors Bangalore, Tumkur Road, Bangalore – 560 022, Karnataka, India	00054437
Thyagarajan Shivaraman	56	Managing Director and Chief Executive Officer	12, Besant Road, (Off Lloyds Road) Royapettah, Chennai – 600 014, Tamil Nadu, India	01312018
Rangaswamy Sundararajan	74	Non-Executive Director	30/A, Davis Road, Cooke Town, Bangalore – 560 084, Karnataka, India	00498404
Krishna Kumar Panchapakesan	67	Non-Executive Director	3, 4th Cross Street, Trustpuram, Kodambakkam, Chennai - 600 024, Tamil Nadu, India	01717373
Maj. Gen. Amrit Lal Suri (Retired)	67	Independent Director	C-485, Defence Colony, New Delhi – 110 024, India.	00009532
Ganapathi Ramachandran	66	Independent Director	62, Bazullah Road, Ground Floor, T. Nagar, Chennai – 600 017, Tamil Nadu, India	00103623
Chandra Ramesh	66	Independent Director	1802, Oceanic Hiranandani Upscale, Old Mahabalipuram Road, Egattur	00938694

Name	Age	Designation	Address	DIN
			Village, Chennai – 603 103, Tamil Nadu, India.	

For detailed profile of our Directors, please refer to the chapter titled "*Our Management*" on page 101 of this Draft Letter of Offer.

Chief Financial Officer

Kotteswari Jagathpathi, is the Chief Financial Officer of our Company. Her contact details are set forth hereunder.

Bascon Futura SV, 4th Floor,
No.10/1, Venkatanarayana Road,
T.Nagar, Chennai – 600 017,
Tamil Nadu, India
Telephone: +91 444 901 5678
E-mail: kotteswari.j@orientgreenpower.com

Company Secretary and Compliance Officer

Kirithika Mohan, Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder.

Bascon Futura SV, 4th Floor,
No.10/1, Venkatanarayana Road,
T.Nagar, Chennai – 600 017,
Tamil Nadu, India
Telephone: +91 444 901 5678
E-mail: kirithika@orientgreenpower.com

Details of Key Intermediaries pertaining to this Issue of our Company:

Lead Managers to the Issue

GYR Capital Advisors Private Limited
428, Gala Empire, Near JB Tower,
Drive in Road, Thaltej,
Ahemdabad - 380 054,
Gujarat, India.
Telephone: +91 877 756 4648
Fax No.: N.A.
Email ID: info@gyrcapitaladvisors.com
Website: www.gyrcapitaladvisors.com
Investor Grievance ID: investors@gyrcapitaladvisors.com
SEBI Registration Number: INM000012810
Validity: Permanent
Contact Person: Mohit Baid

Saffron Capital Advisors Private Limited
605, Sixth Floor, Centre Point, J.B. Nagar,
Andheri (East), Mumbai - 400 059, India
Telephone: +91 22 4973 0394
Fax No.: N.A.
Email id: rights.issue@saffronadvisor.com
Website: www.saffronadvisor.com
Investor grievance: investorgrievance@saffronadvisor.com
SEBI Registration Number: INM 000011211
Validity: Permanent
Contact Person: Gaurav Khandelwal / Elton D'souza

Registrar to the Issue

Cameo Corporate Services Limited
Subramanian Building, No.1,
Club House Road,
Chennai – 600 002,
Tamil Nadu, India;
Telephone: +91 44 4002 0700
Email: priya@cameoindia.com
Investor Grievance Id: investor@cameoindia.com
Website: www.cameoindia.com
SEBI Registration: INR000003753
Validity: Permanent
Contact Person: K. Sreepriya

Legal Advisor to the Issue

T&S Law
Door Number 1202, Devika Towers,
Ghaziabad – 201 017,
Uttar Pradesh, India
Telephone: +91 99 5877 5287
Email: info.tandslaw@gmail.com

Statutory and Peer Review Auditor of our Company

M/s. G.D. Apte & Co.
Chartered Accountants
GDA House, Plot No 85,
Bhusari Colony (Right), Pune – 411 038,Maharashtra, India.
Telephone: +91 022 6680 7200
Email: umesh.abhyankar@gdaca.com
Contact Person: Umesh S. Abhyankar
Membership No.: 113 053
Firm Registration No.: 100 515W
Peer Review Certificate No.: 012341

Independent Chartered Accountant

M/s. Piyush Kothari & Associates,
Chartered Accountants
Office No. 208, Hemkoot building,
Near Gandhigram Railway Station,
Ashram Road, Ahmedabad-380 009,
Gujarat, India.
Telephone: +91 88493 98150
Email: piyushkothari9999@gmail.com
Contact Person: Piyush Kothari
Membership No.: 158407
Firm Registration No.: 140711W
Peer Review Certificate No.: 013450

Bankers to the Issue/ Refund Bank

The Banker to the Issue/ the Refund Bank shall be appointed prior to filing of the Letter of Offer.

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

Inter-se Allocation of Responsibilities

The following table sets forth the inter-se allocation of responsibilities for various activities among the Lead Managers:

S. No.	Activity	Responsibility	Coordination
1.	Capital structuring with the relative components and formalities such as type of instrument, number of instruments to be issued, etc.	Lead Managers	GYR
2.	Coordination for drafting and design of the Letter of Offer as per the SEBI Regulations, Listing Regulations and other stipulated requirements and completion of prescribed formalities with the Stock Exchanges and SEBI.	Lead Managers	GYR
3.	Drafting, design and distribution of the Abridged Letter of Offer, CAF, Rights Entitlement Letter etc. and memorandum containing salient features of the Letter of Offer.	Lead Managers	GYR
4.	Selection of various agencies connected with the Issue, namely Registrar to the Issue, printers, escrow bank, advertisement agencies, and Monitoring Agency and coordination of execution of related agreements	Lead Managers	GYR
5.	Drafting and approval of all statutory advertisement	Lead Managers	Saffron
6.	Drafting and approval of all publicity material including corporate advertisement, brochure, corporate films, etc.	Lead Managers	Saffron
7.	Formulating and Coordination of marketing strategy	Lead Managers	GYR
8.	Formulating retail strategy which will cover, inter alia, distribution of publicity and Issue materials including application form, brochure and Letter of Offer and coordination for queries related to retail investors	Lead Managers	GYR
9.	Submission of 1% security deposit and formalities for use of online software with stock exchanges	Lead Managers	GYR
10.	Post-Issue activities, which shall involve essential follow-up steps including follow-up with Bankers to the Issue and the SCSBs to get quick estimates of collection and advising our Company about the closure of the Issue, finalization of the Basis of Allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as Registrar to the Issue, Bankers to the Issue, SCSBs, etc., and coordination for underwriting arrangement, if any	Lead Managers	GYR

Expert Opinion

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated September 7, 2022 from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Letter of Offer as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated September 5, 2022 on our Restated Consolidated Financial Information for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020; (ii) limited reviewed report dated July 29, 2022 on the Limited Reviewed Financial information for the three months periods ended June 30, 2022 in this Draft Letter of Offer; and (iii) the statement of tax benefits dated September 7, 2022 in this Draft Letter of Offer and such consent has not been withdrawn as on the date of this Draft Letter of Offer.

Our Company has received written consent dated September 7, 2022, from the independent chartered accountant, namely M/s. Piyush Kothari & Associates, Chartered Accountants, to include their name in this Draft Letter of

Offer and the Letter of Offer and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in his capacity as an independent chartered accountant and such consent has not been withdrawn as on the date of this Draft Letter of Offer.

Investor grievances

Investors may contact the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment/ share certificates/ demat credit/ Refund Orders, etc.

Investors are advised to contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre- Issue or post-Issue related problems such as non-receipt of Abridged Letter of Offer/ Application Form and Rights Entitlement Letter/ Letter of Allotment, Split Application Forms, Share Certificate(s) or Refund Orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Equity Shares applied for, amount blocked, where the Application Form and Rights Entitlement Letter or the plain paper application, in case of Eligible Equity Shareholder, was submitted by the ASBA Investors through ASBA process.

Credit Rating

As this is an Issue of Equity Shares, credit rating is not required.

Debenture Trustees

As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

Monitoring Agency

Our Company has appointed CARE Ratings Limited as the Monitoring Agency to monitor utilization of the Net Proceeds, in accordance with Regulation 82 of the SEBI ICDR Regulations. Then details of the Monitoring Agency are as follows:

CARE Ratings Limited
4th floor, Somaiya Hospital Road,
Off Eastern Express Highway,
Sion (East), Mumbai- 400 022,
Maharashtra, India.
Telephone: +91 022 6754 3456
Email: Care@careedge.in
Website: https://www.careratings.com
Contact Person: Mr.V.Pradeep Kumar
SEBI Registration Number: IN/CRA/004/1999

For details in relation to the proposed utilisation of the Net Proceeds, see "*Objects of the Issue*" on page 64.

Filing

A copy of this DLOF has been filed with the Securities Exchange Board of India, Southern Regional Office situated at Overseas Towers, 7th Floor, 756 – L, Anna Salai, Chennai – 600 002, Tamil Nadu, India and simultaneously through the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with SEBI circular dated January 19, 2018 bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2018/011 and at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure –Division of Issues and Listing –CFD". This DLOF will also be filed with BSE and NSE, where the Rights Equity Shares are proposed to be listed.

Changes in Auditors during the last three years

There has not been any change in the Statutory Auditor of our Company in last three years.

Underwriting Agreement

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Event	Indicative Date
Issue Opening Date	[●]
Last Date for On Market Renunciation of Rights#	[●]
Issue Closing Date*	[●]

**The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*

#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s)on or prior to the Issue Closing Date.

The above schedule is indicative and does not constitute any obligation on our Company or the Lead Managers.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two (2) Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts at least one day before the Issue Closing Date, i.e., [●].

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Neither our Company nor the Registrar to the Issue will be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the applications are submitted well in advance before Issue Closing Date. For details on submitting Common Application Forms, see *"Terms of the Issue"* beginning on page 232 of this Draft letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the amount paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at https://rights.cameoindia.com/ogpl after keying in their respective details along with either security control measures implemented there at. For further details, see *"Terms of the Issue"* on page 232 of this Draft Letter of Offer.

Minimum Subscription

Our Promoter, Janati Bio Power Private Limited, *vide* its letter dated September 7, 2022, informed us that it may renounce a part of their Rights Entitlement in favour of third parties. The extent of renouncement, if any, shall be finalized before the filing of Letter of Offer with SEBI and Stock Exchanges. The other Promoters of our Company *vide* their letters each dated September 7, 2022 (the "**Subscription Letters**") have undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoters for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue.

In the event Janati Bio Power Private Limited decides to renounce its Right Entitlement in favour of third parties, the minimum subscription criteria provided under Regulation 86 (1) of the SEBI ICDR Regulations might apply to this Issue. In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive minimum subscription of at least 90% of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rate as prescribed under the applicable laws.

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Letter of Offer and after giving effect to the Issue is set forth below:

S. No.	Particulars	Amount (in ₹ Lakhs, except share data)	
		Aggregate value at nominal value	**Aggregate value at Issue Price**
A.	**Authorised Share Capital**		
	1,30,00,00,000 Equity Shares of ₹ 10 each	1,30,000.00	
	30,00,00,000 preference shares of ₹ 10 each	30,000.00	
	Total	**1,60,000.00**	
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	75,07,23,977 Equity Shares of face value of ₹ 10 each	75,072	
C.	**Present Issue in terms of this Draft Letter of Offer(1)**		
	Up to [●] Equity Shares of ₹ 10 each	[●]	[●]
D.	**Issued, Subscribed and Paid-Up Share Capital after the Issue**		
	[●] Equity Shares of face value of ₹ 10 each	[●]	
E.	**Securities Premium Account**		
	Before the Issue	80,203	
	After the Issue	[●]	

(1)The present Issue has been authorised vide a resolution passed at the meeting of the Board of Directors dated April 19, 2022

NOTES TO CAPITAL STRUCTURE

1. **Details of outstanding instruments as on the date of this Draft Letter of Offer:**

   As on date of this Draft Letter of Offer, our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme. Further, it has not issued any convertible securities which are outstanding as of date of this Draft Letter of Offer.

2. **Intention and extent of participation by our Promoters and Promoter Group in the Issue:**

   Our Promoter, Janati Bio Power Private Limited, *vide* its letter dated September 7, 2022, informed us that it may renounce a part of their Rights Entitlement in favour of third parties. The extent of renouncement, if any, shall be finalized before the filing of Letter of Offer with SEBI and Stock Exchanges. The other Promoters of our Company *vide* their letters each dated September 7, 2022 (the "**Subscription Letters**") have undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoters, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue.

   In the event Janati Bio Power Private Limited decides to renounce its Right Entitlement in favour of third parties, the minimum subscription criteria provided under Regulation 86 (1) of the SEBI ICDR Regulations might apply to this Issue. In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive minimum subscription of at least 90% of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rate as prescribed under the applicable laws.

3. **Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchange in**

compliance with the SEBI Listing Regulations

i. The shareholding pattern of our Company as on June 30, 2022, can be accessed on the website of the BSE at: https://www.bseindia.com/stock-share-price/orient-green-power-company-ltd/greenpower/533263/shareholding-pattern/ and on the website of the NSE at: https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=GREENPOWER&tabIndex=equity

ii. Statement showing shareholding pattern of the Promoters and Promoter Group including details of lock-in, pledge of and encumbrance thereon, as on June 30, 2022 can be accessed on the website of the BSE at: https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=533263&qtrid=114.00&QtrName=June%202022 and on the website of the NSE at: https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=GREENPOWER&tabIndex=equity

iii. Statement showing holding of Equity Shares of persons belonging to the category "Public" including shareholders holding more than 1% of the total number of Equity Shares as on June 30, 2022 can be accessed on the website of the BSE at https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=533263&qtrid=114.00&QtrName=June%202022 and on the website of the NSE at: https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=GREENPOWER&tabIndex=equity

4. Details of shares locked-in, pledged, encumbrance by promoters and promoter group:

As on date of this Draft Letter of Offer, one of our Promoters, Janati Bio Power Private Limited has created a pledge on 25,88,08,809 Equity Shares held by it in our Company, in favour of Barclays Bank PLC (Catalyst Trusteeship Limited acting as a security trustee on behalf of Barclays Bank PLC), the details of which can be accessed on the website of BSE at https://www.bseindia.com/corporates/sastpledge_new.html?scripcd=533263 and on the website of NSE at https://www.nseindia.com/get-quotes/equity?symbol=GREENPOWER. Except as stated above, none of the Equity Shares held by our Promoters or the members of our Promoter Group are pledged or otherwise encumbered.

5. Details of specified securities acquired by the promoter and promoter group in the last one year immediately preceding the date of filing of the Draft Letter of Offer:

Our Promoters and members of Promoter Group have not acquired any Equity Shares in the last one year immediately preceding the date of filing of the Draft Letter of Offer.

6. Details of the shareholders holding more than 1% of the issued and paid-up Equity Share capital

The details of shareholders of our Company holding more than 1% of the issued and paid -up Equity Share capital of our Company, as on June 30, 2022 are available on the website of BSE at https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=533263&qtrid=114.00&QtrName=June%202022 and on the website of the NSE at: https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=GREENPOWER&tabIndex=equity.

7. The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the Takeover Regulations is ₹ [●]/- per equity share.

8. At any given time, there shall be only one denomination of the Equity Shares of our Company.

9. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer. Further, the Equity Shares allotted pursuant to the Issue, shall be fully paid up.

OBJECTS OF THE ISSUE

The objects of the Issue are:

1. Repayment of unsecured loans due from our Company to Janati Bio Power Private Limited, one of the Promoters of our Company;
2. Part repayment or prepayment of unsecured loans to Janati Bio Power Private Limited, one of the Promoters of our Company availed by Bharath Wind Farm Limited, one of our wholly owned subsidiaries of the Company;
3. Repayment/ Pre-payment of certain secured loans including interest availed from lenders of the Company either in part or full;
4. Part repayment of secured loans including interest availed from lenders by Amrit Environmental Technologies Private Limited, one of the subsidiaries of the Company;
5. Part repayment or prepayment of unsecured loans including interest availed from Beta Wind Farm Private Limited, one of the subsidiaries of the Company; and
6. General Corporate Purposes.

(Collectively, referred to hereinafter as the "**Objects**")

We intend to utilize the gross proceeds raised through the Issue (the "**Issue Proceeds**") after deducting the Issue related expenses ("**Net Proceeds**") for the abovementioned Objects.

The objects set out in the Memorandum of Association enable us to undertake our existing activities and the activities for which funds are being raised by us through the Issue and the activities for which the borrowings proposed to be prepaid in full or part from the Net Proceeds.

Details of objects of the Issue

The details of objects of the Issue are set forth in the following table:

(₹ in lakhs)

Particulars	Amount
Gross Proceeds from the Issue	23,000
Less: Issue related expenses	[●]
Net Proceeds from the Issue	[●]

Requirement of Funds

The details of the Net Proceeds are set forth in the following table:

(₹ in lakhs)

Particulars	Amount
Repayment of unsecured loans due from our Company to Janati Bio Power Private Limited, one of the Promoters of our Company	14,500
Part repayment or prepayment of unsecured loans to Janati Bio Power Private Limited, one of the Promoters of our Company availed by Bharath Wind Farm Limited, one of our wholly owned subsidiaries of the Company	2,500
Part repayment of certain secured loans availed from lenders of the Company	1,500
Part repayment of secured loans including interest availed from lenders by Amrit Environmental Technologies Private Limited, one of the subsidiaries of the Company	1,500
Part repayment or prepayment of unsecured loans including interest availed from Beta Wind Farm Private Limited, one of the subsidiaries of the Company	1,000
General Corporate Purposes	[●]
Net proceeds from the Issue	[●]

Means of Finance

Our Company proposes to meet the entire requirement of funds for the proposed objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Utilization of Net Proceeds

Our Company intends to utilize the Net Proceeds for the following objects:

(₹ in lakhs)

Sr. No.	Particulars	Estimated Amount to be Utilised
1.	Repayment of unsecured loans due from our Company to Janati Bio Power Private Limited, one of the Promoters of our Company	14,500
2.	Part repayment or prepayment of unsecured loans to Janati Bio Power Private Limited, one of the Promoters of our Company availed by Bharath Wind Farm Limited, one of our wholly owned subsidiaries of the Company	2,500
3.	Part repayment of certain secured loans availed from lenders of the Company	1,500
4.	Part repayment of secured loans including interest availed from lenders by Amrit Environmental Technologies Private Limited, one of the subsidiaries of the Company	1,500
5.	Part repayment or prepayment of unsecured loans including interest availed from Beta Wind Farm Private Limited, one of the subsidiaries of the Company	1,000
6.	General Corporate Purposes	[●]
	Net proceeds from the Issue	[●]

Schedule of Implementation and Deployment of Funds

Our Company proposes to deploy the entire Net Proceeds towards the Objects as described herein during Fiscal 2022-23.

The funds deployment described herein is based on management estimates and current circumstances of our business and operations. Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of variety of factors such as our financial condition, business and strategy, including external factors which may not be within the control of our management. This may entail rescheduling and revising the planned funding requirements and deployment and increasing or decreasing the funding requirements from the planned funding requirements at the discretion of our management. Accordingly, the Net Proceeds of the Issue would be used to meet all or any of the purposes of the funds requirements described herein.

Details of the Objects of the Issue

1. ***Repayment of unsecured loans availed by our Company from Janati Bio Power Private Limited ("JBPPL"), one of the Promoters of our Company***

Our Company owes an outstanding amount of Rs.14,548 lakhs to JBPPL, one of the Promoters of our Company as at June 30, 2022. Our Company intends to utilize upto ₹ 14,548 lakhs of the Net Proceeds towards repayment of these unsecured loans. The unsecured loans are to be repaid along with interest. However, the interest payment has been waived off by JBPPL till June 30, 2022. There are no prepayment penalties for prepayment of such unsecured loans. The following table provides details along with the terms on which the unsecured loans have been availed by our Company, as on June 30, 2022, which are proposed to be repaid from the Net Proceeds:-

No.	Name of the Entity	Outstanding unsecured loans as on June 30, 2022 (in ₹ lakhs)	* Purpose of availing unsecured loans	Interest rate (%) p.a.	Proposed repayment from Net Proceeds (₹ in lakhs)
1.	JBPPL	14,548	For debt servicing and for meeting operating expenses	Prevailing SBI MCLR. 7.60% as at June 30, 2022	14,500
	Total	**14,548**			**14,500**

** Our Statutory auditors have provided a report of factual findings dated September 7, 2022 in connection with agreed-upon procedures related to the statement of unsecured loans availed.*

Given the nature of these borrowing facilities and the terms of repayment, the aggregate outstanding unsecured loans amounts may vary from time to time. In addition to the above, we may, from time to time, enter into further financing arrangements to avail unsecured loans. In such cases or in case any of the above unsecured loans are paid or further unsecured loans have been availed prior to the completion of the Issue, we may utilise Net Proceeds of the Issue towards repayment of such additional unsecured loans.

Our Promoter, JBPPL, *vide* its letter dated September 7, 2022, informed us that it may renounce a part of their Rights Entitlement in favour of third parties. The extent of renouncement, if any, shall be finalized before the filing of Letter of Offer with SEBI and Stock Exchanges. The other Promoters of our Company *vide* their letters each dated September 7, 2022 (the "**Subscription Letters**") have undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoters for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue. In the event Janati Bio Power Private Limited decides to renounce its Right Entitlement in favour of third parties, the minimum subscription criteria provided under Regulation 86 (1) of the SEBI ICDR Regulations might apply to this Issue. In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive minimum subscription of at least 90% of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rate as prescribed under the applicable laws.

Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ [●].

Interest of Promoters and Directors in the objects of the Issue

JBPPL, has *vide* its letter dated September 7, 2022 confirmed that an amount of ₹ 14,548 lakhs, which has been availed by our Company, in the nature of identified unsecured loans as per the details mentioned in the above table, is proposed to be adjusted towards the application money to be received by the Company for the subscription of its Rights Equity shares by the Promoter, to the extent of its rights entitlement and/or renunciation of the entitlement in favour of the other Promoters.

2. ***Part repayment or prepayment of unsecured loans to Janati Bio Power Private Limited ("JBPPL"), one of the Promoters of our Company availed by Bharath Wind Farm Limited ("BWFL"), one of our wholly owned subsidiaries of the Company.***

One of our subsidiary companies, BWFL owes Rs.3,010 lakhs of unsecured loan to JBPPL, one of the Promoters of our Company. Our Company intends to utilize upto ₹ 2,500 lakhs of the Net Proceeds towards repayment or prepayment of these unsecured loans to JBPPL on behalf of BWFL. The unsecured loans are to be repaid along with interest. However, the interest payment has been waived off by JBPPL till June 30, 2022. There are no prepayment penalties for prepayment of such unsecured loans. The following table provides details along with the terms on which the unsecured loans have been availed by our subsidiary, as on June 30, 2022, which are proposed to be repaid from the Net Proceeds:-

No.	Name of the Entity	Outstanding unsecured loans as on June 30, 2022 (in ₹ lakhs)	* Purpose of availing unsecured loans	Interest rate (%) p.a.	Proposed repayment or prepayment from Net Proceeds (₹ in lakhs)
1	Janati Bio Power Private Limited	3,010	For debt servicing and for meeting operating expenses	Prevailing SBI MCLR. 7.60% as at June 30, 2022	2,500
	Total	**3,010**			**2,500**

** Our Statutory auditors have provided a report of factual findings dated September 7, 2022 in connection with agreed-upon procedures related to the statement of unsecured loans availed.*

Given the nature of these borrowing facilities and the terms of repayment, the aggregate outstanding unsecured loans amounts may vary from time to time. In addition to the above, we may, from time to time, enter into further financing arrangements to avail unsecured loans. In such cases or in case any of the above unsecured loans are paid or further unsecured loans have been availed prior to the completion of the Issue, we may utilise Net Proceeds of the Issue towards repayment or prepayment of such additional unsecured loans.

3. **Part repayment/ Pre-payment of certain secured loans availed from lenders**

Our Company proposes to utilise an aggregate amount of ₹ 1,500 lakhs from the Net Proceeds towards full or partial re-payment or prepayment of the secured loans availed by our Company. The selection and extent of loans proposed to be repaid from our Company's loans mentioned below will be based on various commercial considerations including, among others, the costs, expenses and charges relating to the facility including interest rate of the relevant loan, the amount of the loan outstanding, the remaining tenor of the loan, presence of onerous terms and conditions under the facility, levy of any prepayment penalties and the quantum thereof, provisions of any law, rules, regulations governing such borrowings, terms of pre-payment to lenders, if any and mix of credit facilities provided by lenders.

Given the nature of these borrowings and the terms of repayment, the aggregate outstanding amounts under these loans may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to allotment. However, the aggregate amount to be utilized from the Net Proceeds towards prepayment or repayment of loans in part or full including interest dues if any, would not exceed ₹ 1,500 lakhs. The prepayment or repayment will help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favorable debt to equity ratio and enable utilization of our internal accruals for further investment in business growth and expansion. In addition, we believe that the leverage capacity of our Company will improve our ability to raise further resources at more favorable terms in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

Breakup of Identified Loans proposed to be repaid:

Secured Loans availed from Banks and which are proposed to be repaid, partly or fully are tabulated below:-

Name of the lender	***Purpose/ type of loan****	***Amount sanctioned (₹ in Lacs)***	***Amount outstanding as on June 30, 2022 Including interest (₹ in Lacs)***	***Rate of interest (per annum)%***	***Pre-payment penalty***	**Proposed repayment or prepayment from Net Proceeds (₹ in lakhs)**
Yes bank limited	Funding towards maintenance and capex requirements of existing renewable energy projects of the company and its subsidiaries	5,000	2,587	10.45%	Nil	1,500
	Total	**5,000**	**2,587**			**1,500**

** Our Statutory auditors have provided a report of factual findings dated September 7, 2022 in connection with agreed-upon procedures related to the statement of loan availed.*

Our Company may avail further loans after the date of filing of this Draft Letter of Offer. If at the time of utilization of the Net Proceeds, any of the above mentioned loans are repaid in part or full or refinanced or if any additional amounts are drawn down on the working capital borrowing or if the limits under the working capital borrowing are increased, then the Company will utilize the Net Proceeds to pre-pay or repay such refinanced or additional debt, not exceeding ₹ 1,500 lakhs.

4. **Part repayment of certain secured loans availed by Amrit Environmental Technologies Private Limited ("AETPL"), one of the subsidiaries of the Company**

Our Company proposes to utilise an aggregate amount of ₹ 1,500 lakhs from the Net Proceeds towards partial re-payment of the secured loans availed by AETPL, one of the subsidiaries of the Company from IL& FS Financial Services Private Limited ("**IL&FS**"). The selection and extent of loans proposed to be repaid will be based on various commercial considerations including, among others, the costs, expenses and charges relating to the facility including interest rate of the relevant loan, the amount of the loan outstanding, the remaining tenor of the loan, presence of onerous terms and conditions under the facility, levy of any prepayment penalties and the quantum thereof, provisions of any law, rules, regulations governing such borrowings, terms of pre-payment to lenders, if any and mix of credit facilities provided by lenders.

This loan from IL& FS was supposed to be paid by June 2019. The Company extended a corporate guarantee for this loan. However, AETPL defaulted in making payment towards the principal sum of Rs. 2,652 lakhs and IL&FS moved the National Company Law Tribunal against the Company for recovering the dues. The Company is in the process of negotiating a one time settlement with IL&FS. Considering the recoverable amounts from sale of subsidiary and other sources, the Company is proposing to utilize Rs. 1,500 lakhs of the net proceeds of this issue towards part repayment of the loan taken from IL&FS.

Breakup of Identified Loans proposed to be repaid:

Secured Loans availed from IL&FS and which are proposed to be repaid, partly or fully are tabulated below:-

Name of the lender	***Purpose/ type of loan****	***Amount sanctioned (₹ in Lacs)***	***Amount outstanding as on June 30, 2022 Including interest (₹ in Lacs)***	***Rate of interest (per annum)%***	***Pre-payment penalty***	***Proposed repayment or prepayment from Net Proceeds (₹ in lakhs)***
IL& FS	General corporate purpose including loans and advances to group companies.	3,900	4,491	15 %	Nil	1,500
Total		**3,900**	**4,491**			**1,500**

** Our Statutory auditors have provided a report of factual findings dated September 7, 2022 in connection with agreed-upon procedures related to the statement of loan availed.*

5. **Part repayment or prepayment of unsecured loans including interest availed from one of the subsidiaries of the Company, Beta Wind Farm Private Limited (BETA)**

Our Company has taken the following unsecured loans from one its subsidiaries, BETA. Our Company intends to utilize upto ₹ 1,000 lakhs of the Net Proceeds towards repayment or prepayment of these unsecured loans. The unsecured loans are to be repaid along with interest. There are no prepayment penalties for prepayment of such unsecured loans. The following table provides details along with the terms on which the unsecured loans have been availed by our company, as on June 30, 2022, which are proposed to be repaid from the Net Proceeds:-

No.	**Name of the Entity**	**Outstanding unsecured loans *including interest* as on June 30, 2022 (in ₹ lakhs)**	*** Purpose of availing unsecured loans**	**Interest rate (%) p.a.**	**Proposed repayment or prepayment from Net Proceeds (₹ in lakhs)**
1	BETA	1,085	For debt servicing and for meeting operating expenses	11.52%	1,000
	Total	**1,085**			**1,000**

** Our Statutory auditors have provided a report of factual findings dated September 7, 2022 in connection with agreed-upon procedures related to the statement of unsecured loans availed.*

These proceeds shall be utilized by BETA for reinforcement of foundation of certain identified wind energy generators and other repair works, including replacement of components of certain wind mills.

6. ***General corporate purposes***

In terms of Regulation 62 (2) of the SEBI ICDR Regulations, the extent of the Issue Proceeds proposed to be used for general corporate purposes shall not exceeding 25% of the Gross proceeds of the Issue. Our Board will have flexibility in applying the balance amount towards general corporate purposes, including meeting our working capital requirements, capital expenditure, funding our growth opportunities, including strategic initiatives, meeting expenses incurred in the ordinary course of business including salaries and wages, administration expenses, insurance related expenses, meeting of exigencies which our Company may face in course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act.

Our management will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

Issue related expenses

The Issue related expenses include, among others, fees to various advisors, printing and distribution expenses, advertisement expenses and registrar and depository fees. The estimated Issue related expenses are as follows:

Particulars	Amount* (₹ In Lakhs)	As a percentage of total expenses*	As a percentage of Issue size*
Fees of the Lead Managers, Bankers to the Issue, Registrar to the Issue, Legal Advisor, Auditor's fees, including out of pocket expenses etc.	[●]	[●]	[●]
Expenses relating to advertising, printing, distribution, marketing and stationery expenses	[●]	[●]	[●]
Regulatory fees, filing fees, listing fees and other miscellaneous expenses	[●]	[●]	[●]
Total estimated Issue expenses	**[●]**	**[●]**	**[●]**

**Amount will be finalised at the time of filing of the Letter of Offer and determination of Issue Price and other details.*

Interim use of funds

Our Company, in accordance with the policies established by our Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization for the purposes described above, our Company intends to temporarily deposit the funds in the scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934 as may be approved by our Board of Directors. Our Company confirms that pending utilization of the Net Proceeds for the Objects of the Issue, our Company shall not use the Net Proceeds for any investment in the equity markets.

Appraisal and Bridge Financing Facilities

Our Company has not raised any bridge loan from any bank or financial institution as on the date of the Draft Letter of Offer, which are proposed to be repaid from the Net Proceeds.

Appraising entity

None of the objects of this Issue, for which the Net Proceeds will be utilized, have been appraised by any bank or financial institution.

Strategic or Financial Partners

There are no strategic or financial partners to the Objects of the Issue.

Key Industrial Regulations for the Objects of the Issue

No additional provisions of any acts, rules and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

Monitoring of utilization of funds

In terms of the SEBI ICDR Regulations, our Company has appointed CARE Ratings Limited as the Monitoring Agency to monitor the utilization of the Net Proceeds, Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

As per the requirements of Regulations 18(3) and 32(3) of the SEBI Listing Regulations, we will disclose to the Audit Committee the uses/ applications of funds on a quarterly basis as part of our quarterly declaration of results. The report submitted by the Monitoring Agency will be placed before the Audit Committee of our Company, so as to enable the Audit Committee to make appropriate recommendations to our Board. Further, on an annual basis, we shall prepare a statement of funds utilized for purposes other than those stated in the Letter of Offer and place it before the Audit Committee. The said disclosure shall be made till such time that the Gross Proceeds raised through the Issue have been fully spent. The statement shall be certified by the Statutory Auditor of our Company.

Further, in terms of Regulation 32(1) of the SEBI Listing Regulations, we will furnish to the Stock Exchanges on a quarterly basis, a statement indicating material deviations, if any, in the use of proceeds from the objects stated in the Letter of Offer. Further, this information shall be furnished to the Stock Exchanges along with the interim or annual financial results submitted under Regulations 33 of the SEBI Listing Regulations and be published in the newspapers simultaneously with the interim or annual financial results, after placing it before the Audit Committee in terms of Regulation 18 of the SEBI Listing Regulations. Additionally, our Company shall furnish to the Stock Exchanges any comments or report received from the Monitoring Agency, in accordance with Regulation 32(6) of the SEBI Listing Regulations, and such report of the Monitoring Agency shall be placed before the Audit Committee promptly upon its receipt, in accordance with Regulation 32(7) of the SEBI Listing Regulations.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, Directors, Key Managerial Personnel of our Company, except for the part of the Net Proceeds that will be utilized towards the repayment/prepayment of certain unsecured loans availed by our Company from Janati Bio Power Private Limited and repayment of unsecured loans availed by Bharath Wind Farm Limited, one of our wholly owned subsidiaries of the Company from Janati Bio Power Private Limited, one of the Promoters of our Company and payments made in the ordinary course of business, there are no material existing or anticipated transactions.

STATEMENT OF TAX BENEFITS

Statement of possible special tax benefits available to the Company, its Material Subsidiary and its Shareholders

To,

The Board of Directors
Orient Green Power Company Limited
Bascon Futura SV, 4th Floor, No. 10/1,
Venkatanarayana Road, T. Nagar, Chennai – 600 017,
Tamil Nadu, India

Re: Proposed rights issue of equity shares of face value Rs. 10 each (the "Equity Shares" and such offering, the "Issue") of Orient Green Power Company Limited (the "Company") pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI Regulations") and the Companies Act, 2013, as amended (the "Act").

We hereby report that the enclosed Statement prepared by Orient Green Power Company Limited (the "**Company**") states the possible special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 and Income tax Rules, 1962 including amendments made by Finance Act 2022 (hereinafter referred to as "**Income Tax Laws**"), the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, the rules and regulations there under, Foreign Trade Policy, presently in force in India, and also to its the Material Subsidiaries of the Company under the respective tax laws of their country as on the signing date, for inclusion in the Draft Letter of Offer and Letter of Offer for the proposed rights issue of the Company to the existing shareholders. These benefits are dependent on the Company or its Material Subsidiaries or the shareholders of the Company fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company or its Material Subsidiaries or the shareholders of the Company to derive the special tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or its Material Subsidiaries or the shareholders of the Company may or may not choose to fulfill.

With respect to the special tax benefits in the overseas jurisdictions in the case of Material Subsidiaries listed below, we have relied upon the Management Representation.

Refer **Annexure - I**

Following are the Material Subsidiaries as identified by the Company:

1. Bharat Wind Farm Limited
2. BETA Wind Farm Private Limited
3. Clarion Wind Farm Private Limited

The benefits discussed in the enclosed Statement cover only special tax benefits available to the Company, or its Material Subsidiaries and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

Further, the preparation of the enclosed Statement and its contents was the responsibility of the management of the Company. We were informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Issue.

We have conducted our examination in accordance with the '*Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)*' and *'Guidance Note on the Reports in Company Prospectuses (revised 2019)'* ('**the Guidance Notes**') issued by the Institute of Chartered Accountants of India ('**ICAI**'). The Guidance Notes require that we comply with ethical requirements of the *Code of Ethics* issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements

We do not express any opinion or provide any assurance as to whether:

- the Company or its Material Subsidiaries or the shareholders of the Company will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits ,where applicable, have been / would be met with.

The contents of the enclosed Statement are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and its Material Subsidiaries Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

This statement is solely for your information and not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior written consent, other than for inclusion of extracts of this statement in the Draft Letter of Offer and Letter of Offer and submission of this statement to the Securities and Exchange Board of India, the stock exchanges where the Equity Shares of the Company are proposed to be listed, in connection with the proposed Issue, as the case may be.

Yours faithfully,

For G. D. Apte & Co.
Chartered Accountants
Firm Registration Number: 100515W
UDIN: 22113053ARFQQI1197

Umesh S. Abhyankar
Partner
Membership No. 113053
Pune, September 7, 2022

CC:

GYR Capital Advisors Private Limited
428, Gala Empire, Near JB Tower,
Drive in Road, Thaltej,
Ahemdabad-380 054,
Gujarat, India.

Saffron Capital Advisors Private Limited
605, Center Point, Sixth Floor,
Andheri - Kurla Road, J.B. Nagar Andheri (East),
Mumbai - 400 059, India

(GYR Capital Advisors Private Limited and Saffron Capital Advisors Private Limited referred to as the **"Lead Managers"**)
Legal counsel to the Issue

T&S Law
Near VVIP Mall, Raj Nagar Extension,
Ghaziabad – 201 017,
Uttar Pradesh, India

ANNEXURE - I

1. There are no special tax benefits available to company and its subsidiaries

Note - The Company & its subsidiaries incorporated in India have adopted for taxation under section 115 BAA of the Income Tax Act, 1961 for previous year 2019-20 and subsequent years. The effective tax rate under section 115 BAA is 22%.

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information. The information in this section must be read in conjunction with the sections titled "Risk Factors" and "Our Business" beginning on pages 25 and 92, respectively of this Draft Letter of Offer.

Global Industry Outlook

A tentative recovery in 2021 has been followed by increasingly gloomy developments in 2022 as risks began to materialize. Global output contracted in the second quarter of this year, owing to downturns in China and Russia, while US consumer spending undershot expectations. Several shocks have hit a world economy already weakened by the pandemic: higher-than-expected inflation worldwide—especially in the United States and major European economies—triggering tighter financial conditions; a worse-than-anticipated slowdown in China, reflecting COVID- 19 outbreaks and lockdowns; and further negative spillovers from the war in Ukraine.

The baseline forecast is for growth to slow from 6.1 percent last year to 3.2 percent in 2022, 0.4 percentage point lower than in the April 2022 World Economic Outlook. Lower growth earlier this year, reduced household purchasing power, and tighter monetary policy drove a downward revision of 1.4 percentage points in the United States. In China, further lockdowns and the deepening real estate crisis have led growth to be revised down by 1.1 percentage points, with major global spillovers And in Europe, significant downgrades reflect spillovers from the war in Ukraine and tighter monetary policy. Global inflation has been revised up due to food and energy prices as well as lingering supply-demand imbalances, and is anticipated to reach 6.6 percent in advanced economies and 9.5 percent in emerging market and developing economies this year—upward revisions of 0.9 and 0.8 percentage point, respectively. In 2023, disinflationary monetary policy is expected to bite, with global output growing by just 2.9 percent.

The risks to the outlook are overwhelmingly tilted to the downside. The war in Ukraine could lead to a sudden stop of European gas imports from Russia; inflation could be harder to bring down than anticipated either if labor markets are tighter than expected or inflation expectations unanchor; tighter global financial conditions could induce debt distress in emerging market and developing economies; renewed COVID-19 outbreaks and lockdowns as well as a further escalation of the property sector crisis might further suppress Chinese growth; and geopolitical fragmentation could impede global trade and cooperation. A plausible alternative scenario in which risks materialize, inflation rises further, and global growth declines to about 2.6 percent and 2.0 percent in 2022 and 2023, respectively, would put growth in the bottom 10 percent of outcomes since 1970.

With increasing prices continuing to squeeze living standards worldwide, taming inflation should be the first priority for policymakers Tighter monetary policy will inevitably have real economic costs, but delay will only exacerbate them. Targeted fiscal support can help cushion the impact on the most vulnerable, but with government budgets stretched by the pandemic and the need for a disinflationary overall macroeconomic policy stance, such policies will need to be offset by increased taxes or lower government spending. Tighter monetary conditions will also affect financial stability, requiring judicious use of macroprudential tools and making reforms to debt resolution frameworks all the more necessary. Policies to address specific impacts on energy and food prices should focus on those most affected without distorting prices. And as the pandemic continues, vaccination rates must rise to guard against future variants. Finally, mitigating climate change continues to require urgent multilateral action to limit emissions and raise investments to hasten the green transition.

The Forces Shaping the Outlook

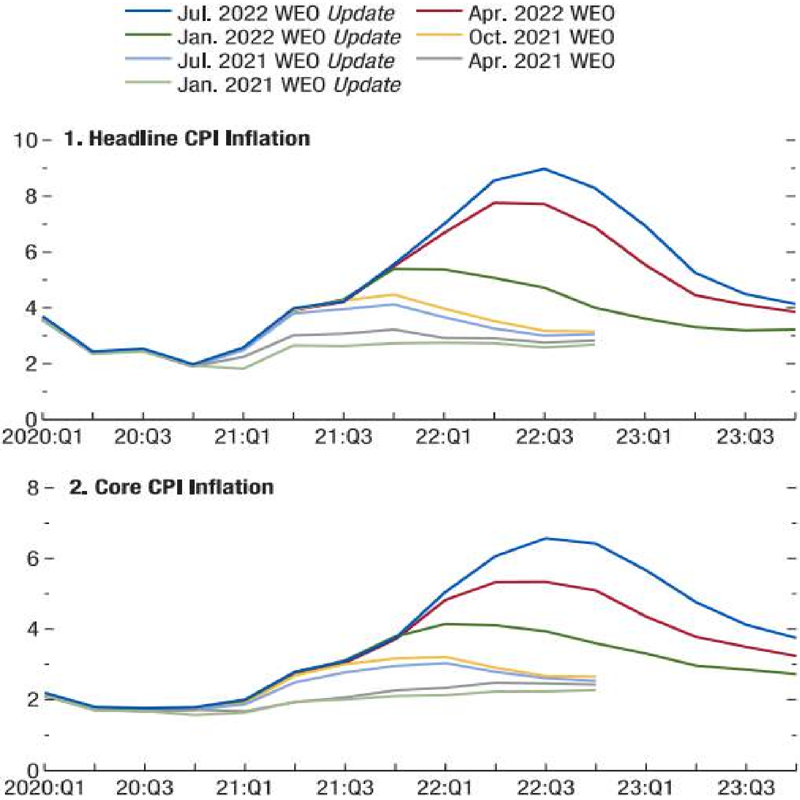
Global slowdown intensifies as downside risks materialize

A tentative recovery in 2021 has been followed by increasingly gloomy developments in 2022. Performance was slightly better than expected in the first quarter, but world real GDP is estimated to have shrunk in the second quarter—the first contraction since 2020—owing to economic downturns in China and Russia.

Global inflation again surprises on the upside, prompting more central bank tightening.

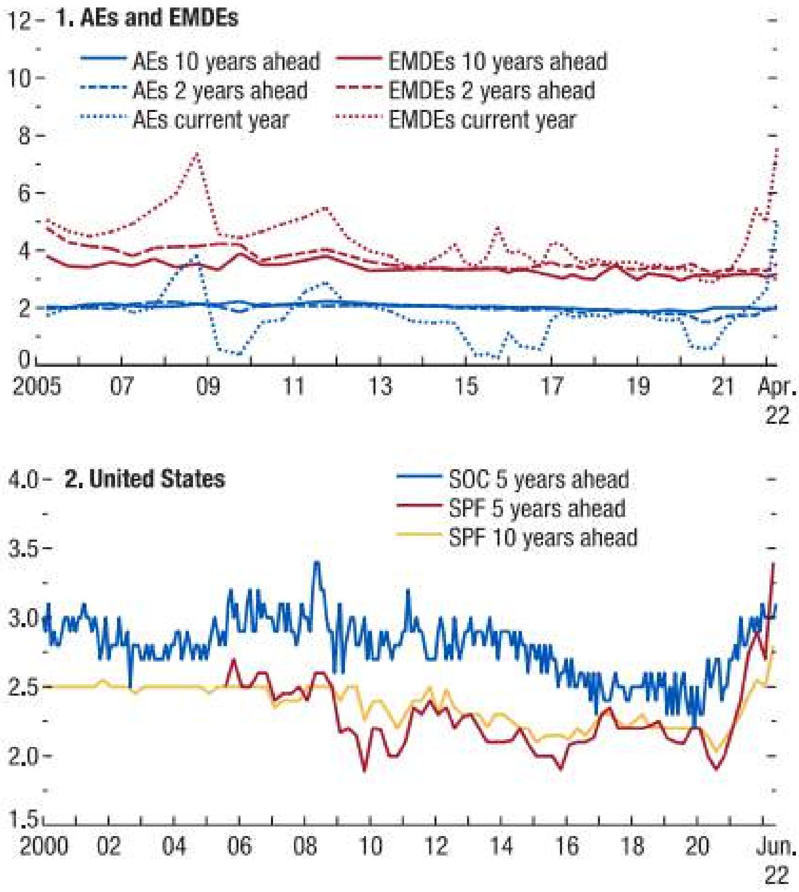
Since 2021, consumer prices have consistently risen faster than widely expected, including in the World Economic Outlook (Figure 1). In the United States, the consumer price index rose by 9.1 percent in June, compared with a year earlier, and it also rose by 9.1 percent in the United Kingdom in May—the highest inflation rates in these two countries in 40 years In the euro area, inflation in June reached 8.6 percent, its highest level since the inception of the monetary union. Equally concerning, in emerging market and developing economies, second-quarter inflation is estimated to have been 9.8 percent. Higher food and energy prices, supply constraints in many sectors, and a rebalancing of demand back toward services have in most economies driven up headline inflation. But underlying inflation has also increased, as reflected in different gauges of core inflation, reflecting the pass-through of cost pressures by way of supply chains and tight labor markets, especially in advanced economies.1 Wage growth has on average not kept up with inflation across both advanced and emerging market and developing economies, eroding household purchasing power. Although long-term inflation expectations have been stable in most major economies, they have started to rise according to some measures, including in the United States (Figure 2). In response to incoming data, central banks of major advanced economies are withdrawing monetary support more assertively and raising policy interest rates faster than expected in the April 2022 World Economic Outlook. Central banks in several emerging market and developing economies have raised interest rates more aggressively than during past advanced economy tightening cycles. The associated rise in longer-term borrowing costs, including mortgage rates, and tighter global financial conditions (see box) have led to precipitous declines in equity prices, weighing on growth. At the same time, public COVID-19 support packages have been wound down.

Figure 1. Global Inflation Forecasts: Serial Upside Surprises
(Percent)



Source: IMF staff calculations.
Note: Global inflation is a weighted average of individual countries' numbers using GDP valued at purchasing power parity as weights. WEO = *World Economic Outlook*.

Figure 2. Longer-Term Inflation Expectations
(Percent)

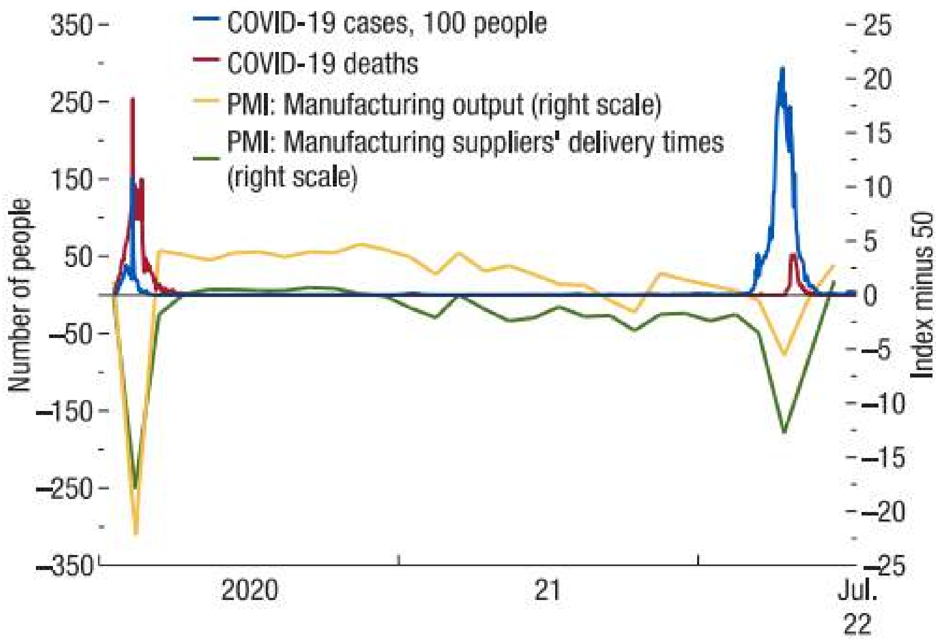


Sources: Consensus Economics; Federal Reserve Bank of Philadelphia; University of Michigan; and IMF staff calculations.
Note: Panel 1 shows median consensus forecasts for respective groups of economies. Consensus Economics forecasts are current year consumer price index inflation forecasts and 2-year-ahead inflation forecasts; for 10-year expectations, they are averages over the 6- to 10-year-ahead horizon. The SOC 5-year-ahead expectations are the average inflation expectations over the following 5 to 10 years. The SPF longer-term forecasts are for the annual averages of inflation over the following 5 and 10 years, respectively. AEs = advanced economies; EMDEs = emerging market and developing economies; SOC = surveys of consumers; SPF = survey of professional forecasters.

China's economic slowdown has added to global supply chain disruptions.

COVID-19 outbreaks and mobility restrictions as part of the authorities' zero-COVID strategy have disrupted economic activity widely and severely (Figure 3). Shanghai, a major global supply chain hub, entered a strict lockdown in April 2022, forcing citywide economic activity to halt for about eight weeks. In the second quarter, real GDP contracted significantly by 2.6 percent on a sequential basis, driven by lower consumption—the sharpest decline since the first quarter of 2020, at the onset of the pandemic, when it declined by 10.3 percent. Since then, more contagious variants have driven a worrisome surge in COVID-19 cases. The worsening crisis in China's property sector is also dragging down sales and real estate investment. The slowdown in China has global consequences: lockdowns added to global supply chain disruptions and the decline in domestic spending are reducing demand for goods and services from China's trade partners

Figure 3. China: COVID-19 Outbreaks and Supply Chain Disruptions



Sources: National Bureau of Statistics of China; National Health Commission of China; and IMF staff calculations.
Note: PMI = purchasing managers' index.

The war in Ukraine continues, causing widespread hardship.

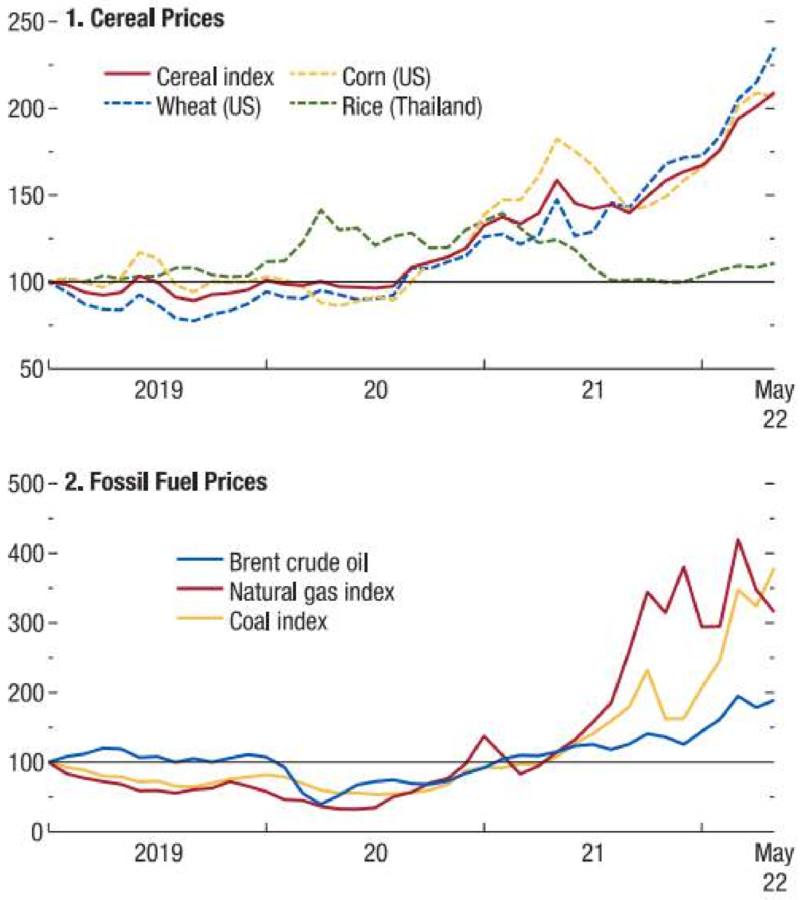
The war's humanitarian cost is rising, with 9 million people having fled Ukraine since the Russian invasion started and continuing loss of life and destruction of physical capital. Since April 2022, major advanced economies have placed additional financial sanctions on Russia, and the European Union agreed on embargoes on imports of coal starting in August 2022 and on Russian seaborne oil starting in 2023. The European Union announced that it will block insuring and financing maritime transport of Russian oil to third countries by the end of 2022. At the same time, the Organization of the Petroleum Exporting Countries has agreed to bring forward increases in oil supply that were planned for September, and the Group of Seven plans to study the possibility of introducing a price ceiling on Russian exports of crude oil. More recently, the flow of Russian pipeline gas to Europe has declined sharply to about 40 percent of the level a year ago, contributing to a steep increase in natural gas prices in June. Russia's economy is estimated to have contracted during the second quarter by less than previously projected, with crude oil and non-energy exports holding up better than expected. In addition, domestic demand is also showing some resilience thanks to containment of the effect of the sanctions on the domestic financial sector and a lower-than-anticipated weakening of the labor market. Relatedly, the war's effects on major European economies have been more negative than expected, owing to higher energy prices as well as weaker consumer confidence and slower momentum in manufacturing resulting from persistent supply chain disruptions and rising input costs.

The food crisis worsens.

Global food prices have stabilized in recent months but remain much higher than in 2021 (see Figure 4). The principal driver of global food price inflation—particularly prices of cereal, such as wheat—has been the war in

Ukraine; export restrictions in several countries have compounded global food price increases, although a few of these restrictions have recently lapsed. Low-income countries, where food represents a larger share of consumption, are feeling the impact of this inflation most keenly. Countries with diets tilted toward commodities with the largest price gains (especially wheat and corn), those more dependent on food imports, and those with a large pass-through from global to local staple food prices are most distressed. Low-income countries whose people were already experiencing acute malnutrition and excess mortality before the war, especially in sub-Saharan Africa, have suffered a particularly severe impact.

Figure 4. Higher Food and Energy Prices
(Index, January 2019 = 100)



Sources: IMF, Primary Commodity Price System; and IMF staff calculations.
Note: Cereal index comprises barley, maize (corn), oats, rice, sorghum, and wheat; natural gas index comprises European, Japanese, and US natural gas price indices; coal index comprises Australian and South African coal.

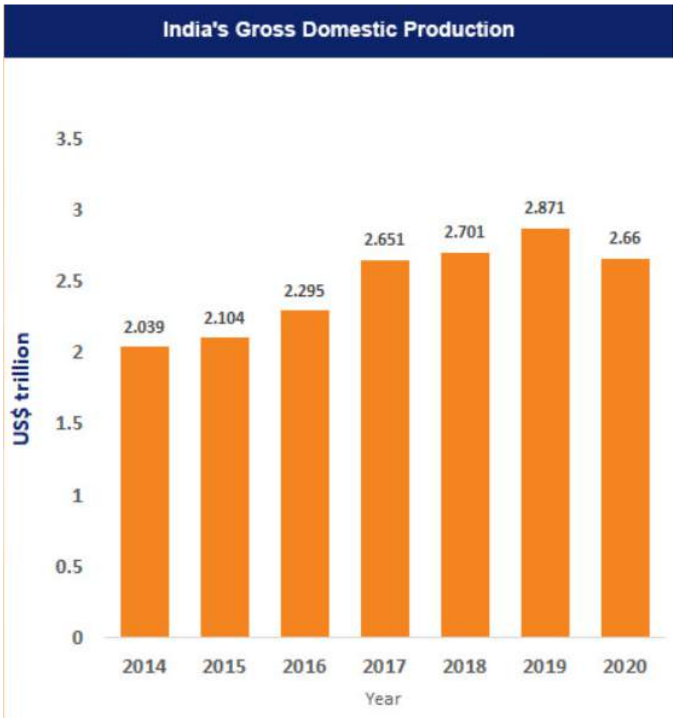
[Source: The International Monetary Fund, World Economic Outlook July, 2022]

Indian Economy Overview

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

Market Size

- India's nominal gross domestic product (GDP) at current prices is estimated to be at ₹ 232.15 trillion (US$ 3.12 trillion) in FY22.
- India is the third-largest unicorn base in the world with over 100 unicorns with a total valuation of US$ 332.7 billion.
- India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030s, for productivity and economic growth according to McKinsey Global Institute. The net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030.
- According to data from the Department of Economic Affairs, as of January 28, 2022, foreign exchange reserves in India reached the US$ 634.287 billion mark.



Recent Developments

Recent economic developments in India are as follows:

- With an improvement in the economic scenario, there have been investments across various sectors of the economy. The private equity - venture capital (PE-VC) sector recorded investments worth US$ 5.8 billion across 117 deals in February 2022, 24% higher than in January 2022. Some of the important recent developments in the Indian economy are as follows:
- India's merchandise exports were at an all-time high of US$ 417.81 billion in FY22. In April 2022, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 54.7.
- The gross Goods and Services Tax (GST) revenue collection hit an all-time high of ₹ 1.68 trillion (US$ 21.73 billion) in April 2022. This is a 20% increase over the previous year.
- According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflow in India stood at US$ 572.80 billion between April 2000-December 2021.
- India's Index of Industrial Production (IIP) for January 2022 stood at 138.4 against 136.6 for January 2021.
- Consumer Food Price Index (CFPI) – Combined inflation was 2.9% in 2021-22 (April-December) against 9.1% in the corresponding period last year.
- Consumer Price Index (CPI) – Combined inflation was 5.20% in 2021-2022 (April-December) against 6.6% in 2020-21
- Foreign portfolio investors (FPIs) invested ₹50,009 crore (US$ 6.68 billion) in the Calendar year 2021.

- The wheat procurement in Rabi 2021-22 and the anticipated paddy purchase in Kharif 2021-22 would include 1208 lakh (120.8 million) metric tonnes of wheat and paddy from 163 lakh (16.7 million) farmers, as well as a direct payment of MSP value of ₹ 2.37 lakh crore (US$ 31.74 billion) to their accounts.

Government Initiatives

The Government of India has taken several initiatives to improve the economic condition of the country. Some of these are:

- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at ₹ 10.68 lakh crore (US$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Under PM GatiShakti Master Plan the National Highway Network will develop 25,000 km of new highways network which will be worth ₹ 20,000 crore (US$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of ₹ 30 lakh crore (US$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of ₹ 24,000 crore (US$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production linked incentive (PLI) scheme for Bulk Drugs which was an investment of ₹ 2500 crore (US$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated ₹ 44,720 crore (US$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated ₹ 650 crore (US$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got ₹ 13,700 crore (US$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of ₹ 18,100 crore (US$ 2.44 billion); this move is expected to attract domestic and foreign investments worth ₹ 45,000 crore (US$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of ₹ 2.38 lakh crore (US$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.

- To boost the overall audit quality and transparency and add value to businesses, in April 2021, the RBI issued a notice on new norms to appoint statutory and central auditors for commercial banks, large urban co-operatives, and large non-banks and housing finance firms.
- In May 2021, the Government of India allocated ₹ 2,250 crore (US$ 306.80 million) for the development of the horticulture sector in 2021-22.
- In November 2020, the Government of India announced ₹ 2.65 lakh crore (US$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~₹ 2 trillion (US$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to ₹ 50,000 crore (US$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY2022-23; it is expected to raise ₹ 4 lakh crore (US$ 53.58 billion) in the next three years.
- By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, NITI Aayog and Cisco collaborated to encourage women's entrepreneurship in India.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In June 2021, RBI Governor Mr. Shaktikanta Das announced the policy repo rate unchanged at 4%. He also announced various measures, including ₹ 15,000 crores (US$ 2.05 billion) liquidity support to contact-intensive sectors such as tourism and hospitality.
- In June 2021, Finance Ministers of G-7 countries, including the US, the UK, Japan, Italy, Germany, France and Canada, attained a historic contract on taxing multinational firms as per which the minimum global tax rate would be at least 15%. The move is expected to benefit India by increasing foreign direct investments in the country.
- In June 2021, the Indian government signed a US$ 32 million loan with World Bank for improving healthcare services in Mizoram.
- In May 2021, the Government of India (GoI) and European Investment Bank (EIB) signed the finance contract for the second tranche of EUR 150 million (US$ 182.30 million) for the Pune Metro Rail project.
- According to an official source, as of September 15, 2021, 52 companies have filed applications under the ₹ 5,866 crore (US$ 796.19 million) production-linked incentive scheme for the white goods (air conditioners and LED lights) sector.
- In May 2021, Union Cabinet approved the signing of a memorandum of understanding (MoU) on migration and mobility partnership between the Government of India, the United Kingdom of Great Britain and Northern Ireland.
- In April 2021, Minister for Railways and Commerce & Industry and Consumer Affairs, Food & Public Distribution, Mr. Piyush Goyal, launched the 'DGFT Trade Facilitation' app to provide instant access to exporters /importers anytime and anywhere.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US$ 110 billion by 2030.

- India is expected to attract investment of around US$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is going to increase public health spending to 2.5% of the GDP by 2025.

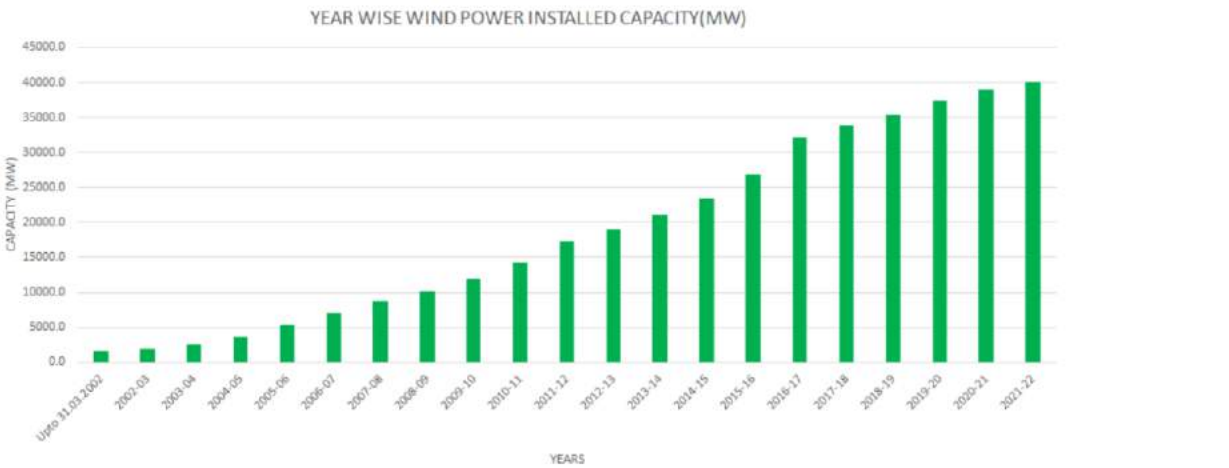
Achievement of the Government in wind power segment

The Achievements of India is depicted by the below table and graphs:

STATE-WISE & YEAR-WISE WIND POWER INSTALLED CAPACITY(MW)

(UP TO March 2022)

	STATE	Upto 31.03.2002	2002-03	2003-04	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22
1	Andhra Pradesh	93.20	0.00	6.20	21.80	0.45	0.08	0.00	0.00	13.60	55.40	54.05	202.10	298.50	285.20	362.50	2187.45	344.10	123.50	2.00	4.2	0.0
2	Gujarat	181.40	6.20	28.90	51.50	84.60	283.95	616.36	313.60	297.13	312.80	789.85	208.30	279.80	190.73	385.65	1392.00	272.80	459.65	1468.45	1020.3	647.4
3	Karnataka	69.30	55.60	84.90	201.50	143.80	265.95	190.30	316.00	145.40	254.05	206.65	201.65	183.00	320.10	240.30	882.30	758.00	86.50	95.70	148.0	192.3
4	Kerala	2.00	0.00	0.00	0.00	0.00	0.00	8.50	16.50	0.75	7.35	0.00	0.00	0.00	0.00	8.40	8.40	1.00	0.00	10.00	0.00	0.0
5	Madhya Pradesh	23.20	0.00	0.00	6.30	11.40	16.40	130.39	25.10	16.60	46.50	100.50	9.60	37.40	456.30	1291.90	356.70	22.10	0.00	0.00	0.00	0.0
6	Maharashtra	400.30	2.00	6.20	48.80	545.10	485.30	268.15	183.00	138.85	239.05	416.50	288.55	1074.00	350.45	220.65	117.55	12.60	10.20	206.20	0.00	12.5
7	Rajasthan	16.10	44.60	117.80	106.30	73.27	111.75	68.95	199.60	350.00	436.70	545.65	615.50	98.80	523.50	687.90	287.70	16.00	2.00	0.00	27.1	0.0
8	Tamil Nadu	877.00	133.60	371.20	675.50	875.55	577.90	380.67	431.10	602.22	997.40	1083.46	174.60	107.38	185.50	197.15	247.58	335.64	771.82	335.44	303.7	258.3
9	Telangana	1.10	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	77.70	23.10	0.00	27.30	0.00	0.00	0.0
9	Others	4.30	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.0
	Total	1667.90	242.00	615.20	1111.70	1716.17	1742.05	1663.32	1484.90	1564.55	2349.25	3196.66	1700.30	2078.88	2311.78	3334.15	5364.78	1762.24	1480.97	2117.79	1503.30	1110.5
	Cummulative	1667.9	1909.9	2525.1	3636.8	5353.0	7095.0	8758.3	10243.2	11807.8	14157.0	17353.7	19054.0	21132.9	23444.7	26778.8	32143.6	33905.8	35386.8	37504.6	39007.9	40118.4



S.No.	State	Total Installations durng FY 21-22	Total Operational on March 2022	Apr-22	May-22	June'22	July'22	Aug-22	Sep-22	Total during FY 21-22	Total Operational in FY 22-23
INDIAN WIND TURBINE MANUFACTURERS ASSOCIATION											
WIND POWER INSTALLATIONS 2022-23 up to July 2022 (MW)											
1	Andhra Pradesh	0.00	4096.65	0.00	0.00	0.00	0.00			0.00	4096.65
2	Gujarat	647.40	9209.22	80.50	58.80	70.90	23.60			233.80	9443.02
3	Karnataka	192.30	5130.90	0.00	40.50	10.75	37.80			89.05	5219.95
4	Kerala	0.00	62.50	0.00	0.00	0.00	0.00			0.00	62.50
5	Madhya Pradesh	0.00	2519.89	0.00	0.00	0.00	0.00			0.00	2519.89
6	Maharashtra	12.50	5012.83	0.00	0.00	0.00	0.00			0.00	5012.83
7	Rajasthan	0.00	4326.82	90.00	79.00	0.00	41.20			210.20	4537.02
8	Tamil Nadu	258.32	9866.36	0.00	0.00	0.00	2.71			2.71	9869.07
9	Telangana	0.00	128.10	0.00	0.00	0.00	0.00			0.00	128.10
10	Other	0.00	4.30	0.00	0.00	0.00	0.00			0.00	4.30
	Total	**1110.52**	**40357.57**	**170.50**	**178.30**	**81.65**	**105.31**			**535.76**	**40893.33**

*(**Source for Achievements:** https://niwe.res.in/information_IYW.php and https://www.indianwindpower.com/wind-energy.php#tab1)*

CAGR of wind installed capacity in the last 10 years

Particulars	**Capacity in MW**
As on 31st March 2012	17353.7
As on 31st March 2022	40118.4
CAGR	**8.74%**

*(**Source:** https://niwe.res.in/information_IYW.php)*

Recent rules notified by Ministry of Power (MOP) to promote renewable energy and carbon markets

In order to further accelerate our ambitious renewable energy programs, with the end goal of ensuring access to affordable, reliable, sustainable and green energy for all, Green Open Access Rules, 2022 have been notified on 06, June 2022.

These rules are notified for promoting generation, purchase and consumption of green energy including the energy from Waste-to-Energy plants. The notified Rules enable simplified procedure for the open access to green power. It will enable faster approval of Green OA, Uniform Banking, Voluntary purchase of RE power by commercial & industrial consumers, Applicability of OA charges etc.

Commercial and Industrial consumers are allowed to purchase green power on voluntarily basis. Captive Consumers can take power under Green Open Access with no minimum limitation. Discom Consumers can demand for supply of Green power to them.

The salient features of the Rules are as under:

- The Green Open access is allowed to any consumer and the limit of Open Access Transaction has been reduced from 1 MW to 100 kW for green energy, to enable small consumers also to purchase renewable power through open access.
- Provide certainty on open access charges to be levied on Green Energy Open Access Consumers which includes transmission charges, wheeling charges, cross-subsidy surcharge and standby charges. Cap on increasing of cross-subsidy surcharge as well as the removal of additional surcharge, not only incentivise the consumers to go green but also address the issues that have hindered the growth of open access in India.

- Transparency in the approval process of the open access application. Approval to be granted in 15 days or else it will be deemed to have been approved subject to fulfilment of technical requirements. It will be through a national portal.
- Determination of green tariff: The tariff for the green energy shall be determined separately by the Appropriate Commission, which shall comprise of the average pooled power purchase cost of the renewable energy, cross-subsidy charges if any, and service charges covering the prudent cost of the distribution licensee for providing the green energy to the consumers.
- The Rules will help to streamlining the overall approval process for granting Open Access including timely approval, to improve predictability of cash flows for renewable power producers. It will also bring Uniformity in the application procedure.
- Banking of surplus green energy with the distribution licensee mandated.
- There shall be a uniform renewable purchase obligation, on all obligated entities in area of a distribution licensees. It has also included the Green Hydrogen/Green Ammonia for fulfilment of its RPO.
- Consumers will be given the green certificates if they consume green power.
- Cross subsidy surcharge and additional surcharge shall not be applicable if green energy is utilized for production of green hydrogen and green ammonia.

*(**Source:** https://pib.gov.in/PressReleseDetailm.aspx?PRID=1831832)*

Submission to United Nations Framework Convention on Climate Change (UNFCC)

Salient Features:

- Cabinet approves India's Updated Nationally Determined Contribution to be communicated to the United Nations Framework Convention on Climate Change
- Approval translates Prime Minister 'Panchamrit' announced at COP 26 into enhanced climate targets
- A step towards achieving India's long term goal of reaching net-zero by 2070
- India now stands committed to reduce Emissions Intensity of its GDP by 45 percent by 2030
- Prime Minister's concept of mass movement for 'LIFE'– 'Lifestyle for Environment' as a key to combating climate change"

The Union Cabinet chaired by the Prime Minister Shri Narendra Modi, has approved India's updated Nationally Determined Contribution (NDC) to be communicated to the United Nations Framework Convention on Climate Change (UNFCCC).

The updated NDC seeks to enhance India's contributions towards achievement of the strengthening of global response to the threat of climate change, as agreed under the Paris Agreement. Such action will also help India usher in low emissions growth pathways. It would protect the interests of the country and safeguard its future development needs based on the principles and provisions of the UNFCCC.

India at the 26th session of the Conference of the Parties (COP26) to the United Nations Framework Convention on Climate Change (UNFCCC) held in Glasgow, United Kingdom, expressed to intensify its climate action by presenting to the world five nectar elements (Panchamrit) of India's climate action. This update to India's existing NDC translates the 'Panchamrit' announced at COP 26 into enhanced climate targets. The update is also a step towards achieving India's long term goal of reaching net-zero by 2070.

Earlier, India submitted its Intended Nationally Determined Contribution (NDC) to UNFCCC on October 2, 2015. The 2015 NDC comprised eight goals; three of these have quantitative targets upto 2030 namely, cumulative electric power installed capacity from non-fossil sources to reach 40%; reduce the emissions intensity of GDP by 33 to 35 percent compared to 2005 levels and creation of additional carbon sink of 2.5 to 3 billion tonnes of CO_2 equivalent through additional forest and tree cover.

As per the updated NDC, India now stands committed to reduce Emissions Intensity of its GDP by 45 percent by 2030, from 2005 level and achieve about 50 percent cumulative electric power installed capacity from non-fossil fuel-based energy resources by 2030. Today's approval, also takes forward the Hon'ble Prime Minister's vision of sustainable lifestyles and climate justice to protect the poor and vulnerable from adverse impacts of climate change. The updated NDC reads "To put forward and further propagate a healthy and sustainable way of living based on traditions and values of conservation and moderation, including through a mass movement for 'LIFE'–

'Lifestyle for Environment' as a key to combating climate change". The decision on enhanced NDCs demonstrates India's commitment at the highest level for decoupling of economic growth from greenhouse gas emissions.

India's updated NDC has been prepared after carefully considering our national circumstances and the principle of common but differentiated responsibilities and respective capabilities (CBDR-RC). India's updated NDC also reaffirms our commitment to work towards a low carbon emission pathway, while simultaneously endeavoring to achieve sustainable development goals.

Recognizing that lifestyle has a big role in climate change, the Hon'ble Prime Minister of India, at COP 26, proposed a 'One-Word Movement', to the global community. This one word is LIFE…L, I, F, E, i.e. Lifestyle for Environment. The vision of LIFE is to live a lifestyle that is in tune with our planet and does not harm it. India's updated NDC also captures this citizen centric approach to combat climate change.

The updated NDC also represents the framework for India's transition to cleaner energy for the period 2021-2030. The updated framework, together with many other initiatives of the Government, including tax concessions and incentives such as Production Linked Incentive scheme for promotion of manufacturing and adoption of renewable energy, will provide an opportunity for enhancing India's manufacturing capabilities and enhancing exports. It will lead to an overall increase in green jobs such as in renewable energy, clean energy industries- in automotives, manufacturing of low emissions products like Electric Vehicles and super-efficient appliances, and innovative technologies such as green hydrogen, etc. India's updated NDC will be implemented over the period 2021-2030 through programs and schemes of relevant Ministries /departments and with due support from States and Union Territories. The Government has launched many schemes and programs to scale up India's actions on both adaptation and mitigation. Appropriate measures are being taken under these schemes and programs across many sectors, including water, agriculture, forest, energy and enterprise, sustainable mobility and housing, waste management, circular economy and resource efficiency, etc. As a result of the aforesaid measures, India has progressively continued decoupling of economic growth from greenhouse gas emissions. The Net Zero target by 2030 by Indian Railways alone will lead to a reduction of emissions by 60 million tonnes annually. Similarly, India's massive LED bulb campaign is reducing emissions by 40 million tonnes annually.

India's climate actions have so far been largely financed from domestic resources. However, providing new and additional financial resources as well as transfer of technology to address the global climate change challenge are among the commitments and responsibilities of the developed countries under UNFCCC and the Paris Agreement. India will also require its due share from such international financial resources and technological support.
India's NDC do not bind it to any sector specific mitigation obligation or action. India's goal is to reduce overall emission intensity and improve energy efficiency of its economy over time and at the same time protecting the vulnerable sectors of economy and segments of our society.

(***Source***: *https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1847812*)

Road Ahead

- Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution Mr. Piyush Goyal, on January 21, 2022 said that Indian industry to raise 75 unicorns in the 75 weeks leading up to the country's 75th anniversary next year.
- Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal said that India will achieve exports worth US$ 1 trillion by 2030.
- India's electronic exports are expected to reach US$ 300 billion by 2025-26. This will be nearly 40 times the FY2021-22 exports (till December 2021) of US$ 67 billion.
- As per the data published in a Department of Economic Affairs report, in the first quarter of FY22, India's output recorded a 20.1% YoY growth, recovering >90% of the pre-pandemic output in the first quarter of FY20. India's real gross value added (GVA) also recorded an 18.8% YoY increase in the first quarter of FY22, posting a recovery of >92% of its corresponding pre-pandemic level (in the first quarter of FY20). Also, in FY21, India recorded a current account surplus of 0.9% of the GDP. The growth in the economic recovery is due to the government's continued efforts to accelerate vaccination coverage among citizens. This also provided an optimistic outlook to further revive industrial activities.
- As per RBI's revised estimates for July 2021, the real GDP growth of the country is estimated at 21.4% for the first quarter of FY22. The increase in the tax collection, along with the government's budget support to states, strengthened the overall growth of the Indian economy.

- India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030. In line with this, in May 2021, India, along with the UK, jointly launched a 'Roadmap 2030' to collaborate and combat climate change by 2030.
- India is expected to be the third-largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to a shift in consumer behavior and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass the USA to become the second-largest economy in terms of purchasing power parity (PPP) by 2040, as per a report by PricewaterhouseCoopers.

(Source: https://www.ibef.org/economy/indian-economy-overview)

Indian Outlook of Power Industry

Power is among the most critical components of infrastructure, crucial for the economic growth and welfare of nations. The existence and development of adequate power infrastructure is essential for sustained growth of the Indian economy.

India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

India was ranked fourth in wind power, fifth in solar power and fourth in renewable power installed capacity, as of 2020. India is the only country among the G20 nations that is on track to achieve the targets under the Paris Agreement.

Market Size

Indian power sector is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing at both the market and supply sides (fuel, logistics, finances, and manpower).

India is the third-largest producer and second-largest consumer of electricity worldwide, with an installed power capacity of 395.07 GW, as of January 2022.

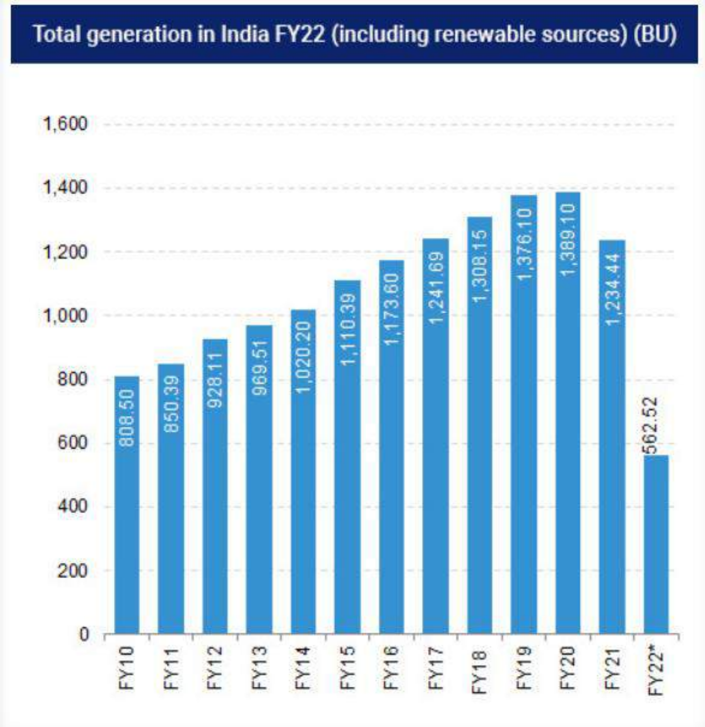
As of January 2022, India's installed renewable energy capacity stood at 152.36 GW, representing 38.56% of the overall installed power capacity. Solar energy is estimated to contribute 50.30 GW, followed by 40.1 GW from wind power, 10.17 GW from biomass and 46.51 GW from hydropower.

The renewable energy capacity addition stood at 8.2 GW for the first eight months of FY22 against 3.4 GW for the first eight months of FY21.

For FY21, electricity generation attained from conventional sources was at 1,234.44 BU, comprising 1,032.39 BU of thermal energy; hydro energy (150.30 BU) and nuclear (42.94 BU). Of this, 8.79 BU was imported from Bhutan.

Coal-based power installed capacity in India stood at 203.9 GW in January 2022 and is expected to reach 330-441 GW by 2040.

The peak power demand in the country stood at 203.01 GW in 2021.



Investment Scenario

Total FDI inflow in the power sector reached US$ 15.84 billion between April 2000-December 2021, accounting for 2.77% of the total FDI inflow in India.

Some major investments and developments in the Indian power sector are as follows:

- In March 2022, NTPC announced that it was ready to start partial power generation of 10 GW from a 92 MW floating solar energy plant being set up at NTPC's unit at Kayamkulam in Kerala.
- In March 2022, NTPC announced that it will start commercial operations of 74.88 MW capacity of its 296 MW Fatehgarh solar project in Rajasthan.
- In March 2022, Adani Solar and Smart Power India (SPI), a subsidiary of Rockefeller Foundation, signed a non-financial and non-commercial MoU to promote the usage of solar rooftop panels in rural India.
- In February 2022, Kolkata-based Eminent Electricity Distribution Ltd., a subsidiary of CESC Limited, bid ₹ 871 crore (US$ 113.24 million) to take over Chandigarh's power supply department, which was approved and the transition will happen by the end of March.

- SJVN Limited is looking to develop 10,000 MW solar power projects inviting an investment of ₹ 50,000 crore (US$ 6.56 billion) in the next five years in Rajasthan.

- In November 2021, the NTPC announced that its 80 MW solar power-generation capacity in Jetsar (Rajasthan) has started commercial operations from October 22, 2021. The total capacity of the project is 160 MW.

- In November 2021, SJVN began the second unit work of the 1,320 MW Buxar thermal power plant in Bihar.

- In October 2021, the NTPC was awarded a contract to set up a 325MW solar power project in Madhya Pradesh.

- On September 29, 2021, NTPC Renewable Energy ltd (REL), a 100% subsidiary of NTPC ltd, signed its first green term loan agreement with the Bank of India for ₹500 crore (US$ 67.28 million) at a competitive rate and a tenor of 15 years for its 470 MW solar projects in Rajasthan and 200 MW solar projects in Gujarat.

- In September 2021, Adani Group announced an investment of US$ 20 billion over the next 10 years in renewable energy generation and component manufacturing.

- In July 2021, National Thermal Power Corporation Renewable Energy Ltd (NTPC REL), NTPC's fully owned subsidiary, invited a domestic tender to build India's first green hydrogen fueling station in Leh, Ladakh.

- In July 2021, Bharat Heavy Electricals Limited (BHEL) received a large contract from Nuclear Power Corporation of India Limited (NPCIL) for the supply of 12 steam generators of India's highest rated indigenously-developed 700 MW Pressurized Heavy Water Reactors (PHWR) worth ₹ 1,405 crore (US$ 189.20 million).

- In July 2021, NTPC announced that it would invest ₹ 2-2.5 crore (US$ 0.27-0.34 million) over the next 10 years to expand renewable capacity.

- In June 2021, NHPC signed a memorandum of understanding (MoU) with Bihar State Hydro-Electric Power Corporation Limited (BSHPCL) to execute Dagmara HE Project (130.1 MW) in the state.

- In March 2021, Actis LLP, a private equity firm, announced plans to invest US$ 850 million to build two green energy platforms in India.

  - According to the firm, the first platform will focus on setting up grid-connected solar and wind power parks, while the second platform will tailor to the commercial and industrial segment.

- In January 2021, TOTAL acquired a 20% stake in Adani Green Energy. In addition, as a part of this deal, TOTAL undertook 50% in 2.35 GW portfolio of operating solar assets in Adani Energy Limited. The combined deal amount was worth US$ 2.5 billion.

- In January 2021, Tata Power received a letter of award (LOA) from Kerala State Electricity Board Limited (KSEBL) to develop a 110 MW solar project. With this, Tata Power's renewable capacity will increase to 4,032 MW, out of which 2,667 MW is operational and 1365 MW is under implementation, including 110 MW won under this LOA.

Government Initiatives

The Government of India has identified power sector as a key sector of focus to promote sustained industrial growth. Some initiatives by the Government to boost the Indian power sector are as below:

- Under the Union Budget 2022-23, the government announced the issuance of sovereign green bonds, as well as conferring infrastructure status to energy storage systems, including grid-scale battery systems.

- In the Union Budget 2022-23, the government allocated ₹ 19,500 crore (US$ 2.57 billion) for a PLI scheme to boost the manufacturing of high-efficiency solar modules.

- Electrification in the country is increasing with support from schemes like Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY), Ujwal DISCOM Assurance Yojana (UDAY), and Integrated Power Development Scheme (IPDS).

- In February 2022, a parliamentary standing committee recommended the government take steps to increase the loan limit for the renewable energy sector under priority sector lending. The current limit stands at ₹ 30 crore (U$ 3.93 million).

- In December 2021, West Bengal received a loan approval for US$ 135 million from the International Bank for Reconstruction and Development (also called the World Bank) to improve the operational efficiency and reliability of electricity supply in select regions in the state.

- In November 2021, the government announced future plans to increase the funding under the PLI scheme for domestic solar cells and module manufacturing to RS. 24,000 crore (US$ 3.17 billion) from the existing R ₹ 4,500 crore (US$ 594.68 million) to make India an exporting nation.

- In November 2021, Energy Efficiency Services Limited (EESL) stated that it will partner with private sector energy service companies to scale up its Building Energy Efficiency Programme (BEEP).

- In September 2021, the Government of the United Kingdom announced that it will invest US$ 1.2 billion through public and private investments in green projects and renewable energy in India to support the latter's target of 450 GW of renewable energy by 2030.

- In September 2021, Mr. Raj Kumar Singh, Minister of Power, New and Renewable Energy, met with his Danish colleague, Mr. Dan Jrgensen, and announced to expand their cooperation in renewable energy, particularly offshore wind and green hydrogen.

- In July 2021, Ministry of Petroleum and Natural Gas, Government of India owned GAIL lined up ₹ 5,000 crore (US$ 671.14 million) for setting up two plants each for producing ethanol and compressed biogas (CBG) from municipal waste.

- In July 2021, India sent its first coal-laden rake (4,000 tonnes) to Bangladesh's Rampal Thermal Power Station. The 1,320 MW power plant is a joint venture between National Thermal Power Corporation (NTPC) and Bangladesh Power Development Board (BPDB).

- The government has spent US$ 4.63 billion on hydroelectric projects to provide electricity to villages in Jammu and Kashmir between 2018-21.

- In June 2021, India launched the Mission Innovation CleanTech Exchange, a global initiative that will create a whole network of incubators across member countries to accelerate clean energy innovation

- In June 2021, the Export-Import Bank of India (Exim Bank) announced that it has extended a line of credit (LOC) worth US$ 100 million to the Sri Lankan government for the purpose of funding projects in the solar energy sector and assure that the country's 70% power requirements are met by renewable energy sources by 2030.

Achievements

Following are the achievements of the Government in the past four years:

- The Pradhan Mantri Sahaj Bijli Har Ghar Yojana, "Saubhagya", was launched by the Government of India with an aim of achieving universal household electrification. As of March 2021, 2.82 crore households have been electrified under this scheme.

- As of March 2022, over 36.79 crore LED bulbs, 72.17 lakh LED tube lights and 23.59 lakh energy-efficient fans have been distributed across the country, saving around 535 million kWh per year and ₹ 19,295 crore (US$ 2.5 billion) in cost savings.

- As of March 2022, over 40 lakh smart metres have been deployed under the National Smart Grid Mission (NSGM), with a further 72 lakh to be deployed.

- As per the National Infrastructure Pipeline 2019-25, energy sector projects accounted for the highest share (24%) out of the total expected capital expenditure of ₹ 111 lakh crore (US$ 1.4 trillion).

- According to the S&P Global Platts Top 250 Global Energy Rankings 2021, Reliance Industries Ltd. and Indian Oil Corp. Ltd. ranked 3rd and 6th, respectively.

- The Nathpa Jhakri Hydro Electricity Station of Satluj Jal Vidyut Nigam (SJVN) has set a new monthly power generation record, increasing from 1,213.10 million units to 1,216.56 million units on July 31, 2021.

- According to the Union Budget 2021-22, 139 GW of installed capacity and 1.41 lakh circuit km of transmission lines were added and 2.8 crore households were connected in the past 6 years.

- Solar tariffs in India have reduced from Rs. 7.36/kWh (US 10 cents/kWh) in FY15 to ₹ 2.45/kWh (US 3.2 cents/kWh) in July 2021.

- NTPC Ltd.'s oldest unit in Singrauli, Uttar Pradesh, has achieved the highest Plant Load Factor (PLF) of 100.24% among all thermal units in the country between April 2020 and December 2020.

- India's rank jumped to 22 in 2019 from 137 in 2014 on World Bank's Ease of doing business - "Getting Electricity" ranking.

- The Union Power Ministry said the peak power demand deficit stood at 0.4% in 2020-21, compared to 16.6% in 2007-08 and 10.6% in 2011-12.

Road Ahead

The Government of India has released its roadmap to achieve 227 GW capacity in renewable energy (including 114 GW of solar power and 67 GW of wind power) by 2022. The Union Government of India is preparing a 'rent a roof' policy for supporting its target of generating 40 gigawatts (GW) of power through solar rooftop projects by 2022.

The Central Electricity Authority (CEA) estimates India's power requirement to grow to reach 817 GW by 2030. The government plans to establish renewable energy capacity of 500 GW by 2030.

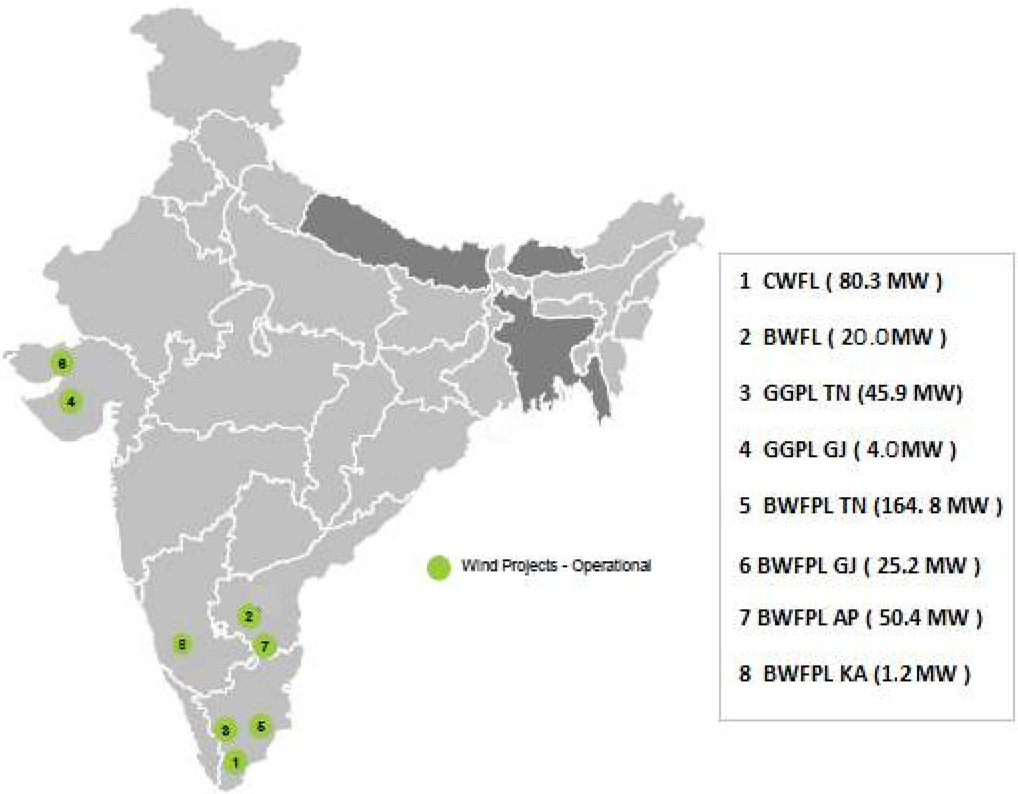
(Source: https://www.ibef.org/industry/power-sector-india)

OUR BUSINESS

OVERVIEW

We are an Indian independent renewable energy-based power generation company focused on developing, owning and operating a diversified portfolio of renewable energy power plants. Currently our portfolio includes wind energy.

As of June 30, 2022, our aggregate installed capacity is 402.3 Mega Watt (MW). The map below gives the geographical distribution of our wind installed capacity of each SPV in India.



We have expanded our business by acquiring operating and development renewable energy assets from third parties and by developing greenfield projects. We have a diverse customer base with a mixture of off-take arrangements. Our customers include State utilities, private commercial and industrial consumers . In respect of C and I customers, we enter into PPAs with varying pricing arrangements depending on the type of customer, available tariffs, location and term of PPA. In respect of power sale to state utilities, we have long term PPA either under Feed in Tariff (FIT) or under APPC rates.

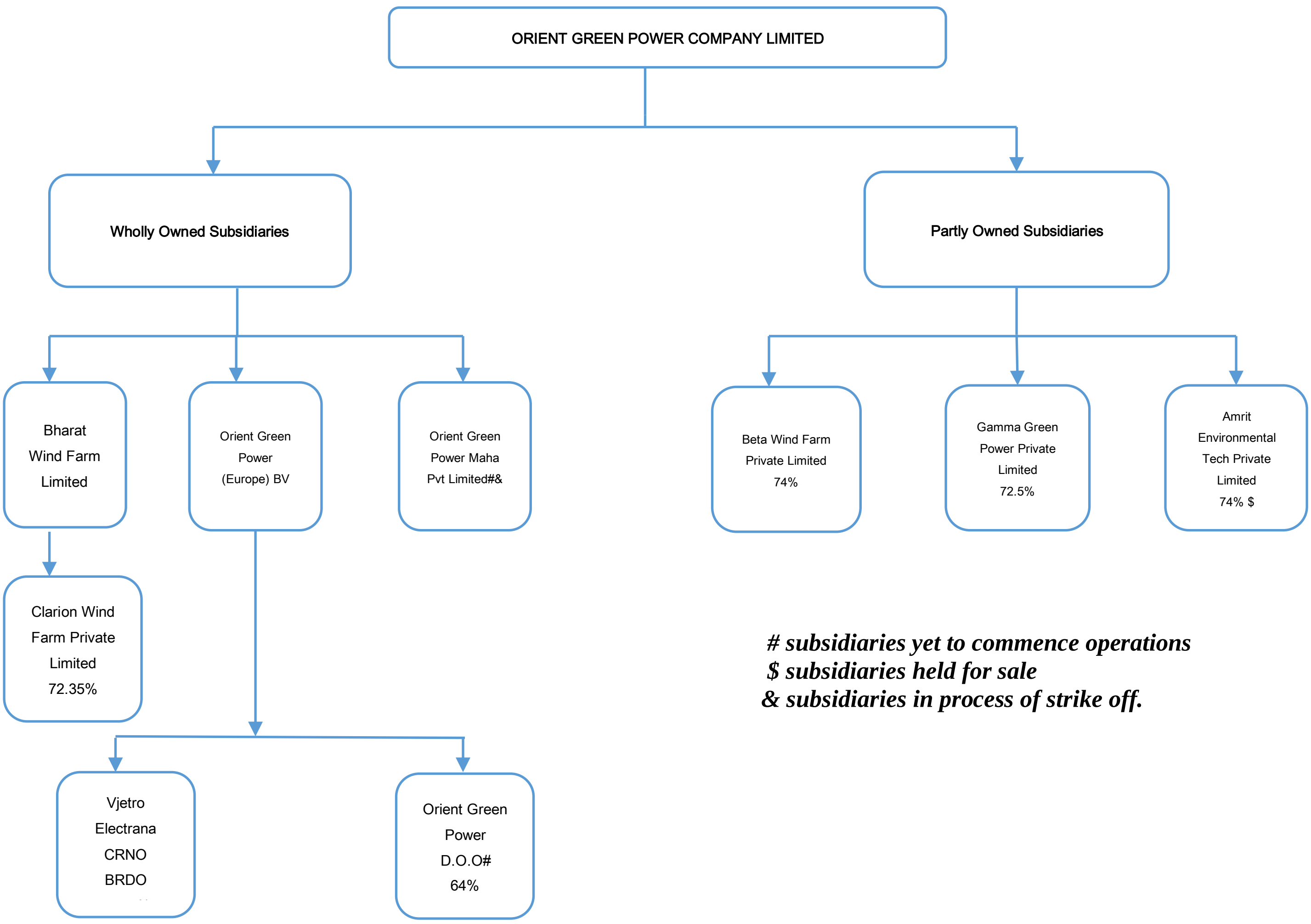
In the year 2010, our Company pursuant to an initial public offering of 191,489,361 Equity Shares of ₹10/- each at an issue price of ₹ 47/-per Equity Shares aggregating to ₹ 90,000 lacs, listed its Equity Shares on BSE and NSE. The market capitalization *(full float)* of our Company as at August 30, 2022 on BSE & NSE was ₹ 67,715 Lakhs and ₹ 67,565 Lakhs respectively.

We work under the guidance of our Promoter and Managing Director,Mr. T Shivaraman, who has an experience of 28 years in plant operations and project engineering and has been associated with our Company since its incorporation and is one of our founding members. He has been instrumental in evolving our business operations, growth and future prospects.

Our restated consolidated revenues from operations for Fiscals 2022, 2021 and 2020 and for three months period ended June 30, 2022 were ₹ 31,063 lacs, ₹ 25,475 lacs, ₹ 32,319 lacs and ₹ 7,769 lacs, respectively. Our restated consolidated EBITDA for Fiscals 2022, 2021 and 2020 and for three months period ended June 30, 2022 were ₹ 22,846 lacs, ₹ 17,000 lacs ₹ 28,639 lacs and ₹ 5,422 lacs, respectively. Our restated consolidated profit after tax for Fiscals 2022, 2021 and 2020 and for three months period ended June 30, 2022 were ₹ 3,578 lacs, ₹ (5,701) lacs, ₹ 1,988 lacs and ₹ 876 lacs, respectively. For further details, please refer to the section titled "*Financial Information*" on page 118 of this Draft Letter of Offer.

CORPORATE STRUCTURE

Our corporate structure as on 30th August 2022 is as follows:



OUR OPERATIONS

Following is our detailed revenue break up on restated consolidated basis for the quarter ended June 30, 2022 and financial years ended March 31, 2022, 2021 and 2020:

(₹ in lacs)

S. NO.	Particulars	QUARTER ENDED JUNE 2022	FY 2022	FY 2021	FY 2020
1.	**Sale of power**	7,065	25,709	24,954	27,214
2.	**Other operating revenues**	704	5,354	521	5,105
	Total	**7,769**	**31,063**	**25,475**	**32,319**

OUR STRENGTHS

We believe the following competitive strengths will enable us to take advantage of what we believe to be significant opportunities for growth:

1) We are an independent renewable energy wind-based power generation company.
2) We operate in the rapidly growing renewable energy sector, which benefits from increasing demand for electricity and regulatory support.
3) We have a flexible business model that is scalable and sustainable and that enables us to deliver predictable growth from a diversified and balanced portfolio of projects.
4) We have an experienced management and operating team with relevant industry knowledge and expertise,including the ability to improve operational performance.
5) Government of India has set an ambitious target of 450 GW for renewables by 2030 and this is expected to give ample opportunity for growing the business.
6) Increasing demand from C&I customeers for power from Renewable sources to reduce their carbon foot print will provide us with opportunity to expand our business.
7) Long association with established track of good service with customers gives us the advantage of being the most preferred suppliers for them.

OUR STRATEGIES

Our objectives are to enhance our position as a leading independent renewable energy producer in India by pursuing and executing the following strategies.

1) Consolidate our position in the Indian wind energy sector.
2) Maintain and enhance a diversified portfolio of renewable energy-based power projects with attractive returns.
3) Seek new opportunities in Indian and International markets.
4) Improve profitability by enhancing operational and financial efficiency.
5) Improve tariff yield.
6) Playing a vital role in corporate social responsibility (or CSR Activities) through Green Energy Development.

DETAILS OF OUR BUSINESS

Overview

We are an Independent power producer of Renewable Power in India. As on date, we have a portfolio of 402.3 MW of wind assets spread across the states of Tamil Nadu, Andhra Pradesh, Gujarat, Karnataka. The above also includes 10.5 MW wind farm in Croatia owned by us through a step down subsidiary.

Overview of a Wind Farm

A wind energy plant, also known as a wind farm, consists of supporting towers on which Wind Energy Generators (WEGs) are installed. The two principal components of a wind farm are the wind turbines, or WEGs, and the balance of plant. Currently, our WEGs generally stand between 30 meters and 100 meters tall, with the generator ranging from 225 kW to 2.1 MW in capacity, and a rotor diameter that is typically between 26 meters and 100 meters. Each wind turbine has either two or three blades (generally made of reinforced glass fiber or other synthetic composite material), a casing (generally made of composite material) that includes and covers the gearbox and generator, a supporting tower and certain other secondary support systems (such as hydraulic and monitoring systems). The wind causes the blades to rotate, which in turn spins the rotor to which they are connected. The energy generated by this rotor is transmitted to a generator that produces electric current, transforming the force of the wind into electrical power.

In recent years, WEG technology has evolved and improved. The latest WEG technology has enabled the use of proportionately larger diameter rotor blades. Compared to previous wind turbine of 250 kW WEGS with rotor diameters as small as 28 meters, the largest machines now rate up to 2.1 MW or more in capacity with rotor diameters in excess of 95 & 100 meters. With all else being equal at a given location, a longer diameter rotor theoretically allows for a higher amount of power to be produced because of the higher "swept area" of the longer rotor.

The balance of plant comprises the remainder of the wind farm infrastructure, including access roads, concrete foundations, operating platforms, an electrical collection system, a step-up substation, interconnection infrastructure to the electricity transmission system and an operation and maintenance building.

The towers are secured using concrete foundations and are connected to an electrical collection system. This collection system feeds into a step-up substation, in which a power transformer converts the lower voltage from the collection system to the high voltage level of the local electricity transmission and distribution system (often referred to collectively as the "electricity grid" or "grid"). For our private customers, we obtain permission from State Electricity Boards (SEBs) to wheel generated power through the grid to our purchasers pursuant to individual wheeling agreements.

The aggregate installed capacity of a wind farm will vary from project to project as it is largely driven by available land, the number and type of WEGs and interconnection to electricity transmission systems.

Sale of electricity

We sell power from our wind energy projects to private power consumers seeking to supplement state power supplies for captive purposes pursuant to short-term Power Purchase Agreements (PPAs) in Tamil Nadu. Our captive consumers are generally larger power consumers who have a greater need for reliable power and that benefit from additional sources of electricity.

Further, we sell some of the power from our Indian wind energy projects to State Utilities pursuant to long-term PPAs which are generally 25 years in length. Long-term PPAs provide us with increased visibility on the revenue stream and an assured off-take.

Suppliers / Contractors

Our wind assets owned through our SPV such as BWFL, CWFL, and GGPL were acquired from third parties. The manufacturers of our acquired WEGs are mainly NEG Micon, Suzlon, TTG, Enercon and Vestas, NEPC and Vestas. We developed BWFPL as green field project. The manufacturers of developed WEGs are mainly Vestas,GE India, Gamesa, Suzlon, Lietwind.

Renewable Energy Certificate

We have registered 133.3 MW of our wind assets under Renewable Energy Certificate(REC) mechanism. Under the REC mechansim, renewable energy generators will have the option to sell the renewable energy at a price not exceeding the average power purchase cost of the distribution company and sell the REC separately at a price set through the power exchange. RECs can also be claimed in respect of sale of power to C & I customers subject to fulfilment of certain conditions like not availing concessions in charges etc.

Generation Based Incentive (GBI)

GBI was introduced by the Government to encourage investments in wind energy generators and incentive of 50 paise per unit was given under the scheme subject to the condition that the accelerated depreciation is not claimed under Income Tax Act. This is available for a maximum period of 10 years subject to a cap of Rs 10 million per MW. Presently, we are claiming GBI in respect of 75.6 MW of our wind assets.

Revenue Break-up

Our revenue break up on restated consolidated basis for the quarter ending June 30, 2022 and financial years ending March 31, 2022, 2021 and 2020 is as follows:

(₹ in lacs)

Sr. No.	Particulars	Quarter ended June 2022	Fiscal 2022	Fiscal 2021	Fiscal 2020
1	Domestic	7,769	31,063	25,475	32,319
2	Exports	-	-	-	-
	Total	**7,769**	**31,063**	**25,475**	**32,319**

OUR MAJOR CUSTOMERS

The following is the revenue breakup on restated consolidated basis of the top five and top ten customers of our Company for the Fiscal 2022 is as follows:

(₹ in lacs)

Particulars	Fiscal 2022	
	Amount	**Percentage (%)**
Top 5 customers	13,459	52%
Top 10 customers	20,961	82%

Operations & Maintenance

In most cases, we enter into a contract for operation and maintenance services on our wind farms to the WEG supplier that manufactured the WEGs. In other cases, we enter into operation and maintenance agreements with reputable third parties or use our internal operations and maintenance team.

Utilities:

Power

Our power requirements are very minimal as we require them only for our offices and when we restart the windmills post maintenance.

Fuel

Our production process does not require any fuel. Minimal amounts of fuel being utilized for staff commutation and material movement.

Water

Our operations does not require water consumption.

Waste Management

The management classifies the waste generated from the operations as hazardous and non- hazardous. Non hazardous waste generated from our operations is segregated and disposed off through suitable vendors.Designated hazardous waste that this disposed off through State Pollution Control Board Authorised Agencies.

Capacity Installed and Capacity Utilisation

Set forth below is the detail of the installed and utilized capacity for the last three financial years.

Financial Year	Installed Capacity	Percentage of utilization (%)
2019-2020	417.3 MW	17.62%
2020-2021	412.8 MW	16.48%
2021-2022	412.8 MW	16.70%

Insurance

We generally maintain insurance covering our machinery and assets at such levels that we believe to be appropriate. We have obtained certain policies such as standard fire and special perils policy, group personal accident insurance policy, Director and Officers liability insurance, etc. The standard fire and special perils policy insures *inter alia* electrical installations, office equipment, computers and accessories, lab equipment, building, plant and machinery, interior decorations, consumables etc. Although, we have taken appropriate insurance cover, there can be no assurance that our insurance policies will be adequate to cover the losses which we may incur due to the occurrence of an accident or a mishap.

HUMAN RESOURCES

We believe that our employees are key contributors to our business success. As on June 30, 2022, we have 124 employees including our Executive Directors, who look after our business operations, factory management administrative, secretarial, marketing and accounting functions in accordance with their respective designated goals.

Following is a department wise employee break-up:

Department	Number of Employees
Top management	4
Finance and Accounts	12
HR and Admin	6
Corporate Co-ordination	2
Secretarial	3
Marketing, Sales and customer service	10
Operations and Maintenance	72
Purchase and stores	10
IT	3
Legal	1
Internal Audit	1
Total	124

COMPETITION

We face competition from organized as well as unorganized players in the domestic market as well as international market. This industry is highly competitive and fragmented. We have a number of competitors offering services similar to us. We believe the principal elements of competition are price and reliability. We compete against our competitors by establishing ourselves as a knowledge-based company with industry expertise in providing services.

HEALTH AND SAFETY

We aim to comply with applicable health and safety regulations and other requirements in our operations and have adopted an environment, health and safety policy ensuring the safety of our employees and the people working under our management. We have implemented work safety measures to ensure a safe working environment, such measures include general guidelines for health and safety at our offices, accident reporting, wearing safety equipment and maintaining clean and orderly work locations.

Our Immovable Properties

The following are the details of owned and lease hold properties:

a) Owned property:

Sr.No.	Particulars of the Property	Usage
1	9.7 acres of land in Chitharpatti Village, Theni District, Tamil Nadu	Windmill lands
2	3.72 acres of land in G Usilampatti Village, Theni District, Tamil Nadu	Windmill lands
3	3 acres of land in Kanavaipatti Village, Theni District, Tamil Nadu	Windmill lands
4	11.75 acres of land in Kunnoor Village, Theni District, Tamil Nadu	Windmill lands
5	5.25 acres of land in Marigundu Village, Theni District, Tamil Nadu	Windmill lands
6	13.84 acres of land in Mottanuthu Village, Theni District, Tamil Nadu	Windmill lands

Sr.No.	Particulars of the Property	Usage
7	5.99 acres of land in Mrikundu Village, Theni District, Tamil Nadu	Windmill lands
8	3 acres of land in Vallalnathi Village, Theni District, Tamil Nadu	Windmill lands
9	10.97 acres of land in Achampatti Village, Tirunelveli District, Tamil Nadu	Windmill lands
10	2.97 acres of land in Achankuttam Village, Tirunelveli District, Tamil Nadu	Windmill lands
11	1.53 acres of land in Aralvaimozhi Village, Tirunelveli District, Tamil Nadu	Windmill lands
12	16.53 acres of land in Ariyanayakipuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
13	3.95 acres of land in Ayan Surandai Village, Tirunelveli District, Tamil Nadu	Windmill lands
14	7.06 acres of land in Ayyanarkulam Village, Tirunelveli District, Tamil Nadu	Windmill lands
15	5.76 acres of land in Ayyanaroothu Village, Tirunelveli District, Tamil Nadu	Windmill lands
16	112.47 acres of land in Azhagiyapandiapuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
17	32.92 acres of land in Chettikurichi Village, Tirunelveli District, Tamil Nadu	Windmill lands
18	9.37 acres of land in Chithamparampatti Village, Tirunelveli District, Tamil Nadu	Windmill lands
19	4.15 acres of land in Cholapuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
20	29.01 acres of land in Devarkulam Village, Tirunelveli District, Tamil Nadu	Windmill lands
21	3 acres of land in Irrukunthurai Village, Tirunelveli District, Tamil Nadu	Windmill lands
22	8 acres of land in Irukkanthurai Village, Tirunelveli District, Tamil Nadu	Windmill lands
23	6.55 acres of land in k.karisalkulam Village, Tirunelveli District, Tamil Nadu	Windmill lands
24	16.55 acres of land in Kalampatti Village, Tirunelveli District, Tamil Nadu	Windmill lands
25	9.95 acres of land in Kalangaripatti Village, Tirunelveli District, Tamil Nadu	Windmill lands
26	6.07 acres of land in Kampanery Pudukudi Village, Tirunelveli District, Tamil Nadu	Windmill lands
27	16.23 acres of land in Kannakattai Village, Tirunelveli District, Tamil Nadu	Windmill lands
28	2.23 acres of land in Karadikullam Village, Tirunelveli District, Tamil Nadu	Windmill lands
29	12.82 acres of land in Karaichuthupudur Village, Tirunelveli District, Tamil Nadu	Windmill lands
30	1.56 acres of land in Karungkulam Village, Tirunelveli District, Tamil Nadu	Windmill lands
31	1 acres of land in Kasikuvaithan Village, Tirunelveli District, Tamil Nadu	Windmill lands
32	61.31 acres of land in Kasthurirengapuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
33	2.27 acres of land in Kavalakuruchi Village, Tirunelveli District, Tamil Nadu	Windmill lands
34	4 acres of land in Keela Neelithanallur Village, Tirunelveli District, Tamil Nadu	Windmill lands
35	172.55 acres of land in Keelaveeranam Village, Tirunelveli District, Tamil Nadu	Windmill lands
36	37.98 acres of land in Kudangulam Village, Tirunelveli District, Tamil Nadu	Windmill lands
37	16.78 acres of land in Kumarettaiyapuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
38	24.73 acres of land in kurukkalpati Village, Tirunelveli District, Tamil Nadu	Windmill lands
39	17.34 acres of land in Mahendravadi Village, Tirunelveli District, Tamil Nadu	Windmill lands
40	24.285 acres of land in Maranthai Village, Tirunelveli District, Tamil Nadu	Windmill lands
41	3.29 acres of land in Meenakshipuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
42	1.9768 acres of land in Nalanthula Village, Tirunelveli District, Tamil Nadu	Windmill lands
43	2 acres of land in Navaneethakrishnapuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
44	5.02 acres of land in Nettur Village, Tirunelveli District, Tamil Nadu	Windmill lands
45	10.35 acres of land in Palankottai Village, Tirunelveli District, Tamil Nadu	Windmill lands
46	16.47 acres of land in Palapathiraramapuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
47	46.07 acres of land in Panagudi Village, Tirunelveli District, Tamil Nadu	Windmill lands
48	12 acres of land in Pattakurichi Village, Tirunelveli District, Tamil Nadu	Windmill lands
49	20.61 acres of land in Pazhavoor Village, Tirunelveli District, Tamil Nadu	Windmill lands
50	34.03 acres of land in Perungudi Village, Tirunelveli District, Tamil Nadu	Windmill lands
51	18.45 acres of land in Pirancheri Village, Tirunelveli District, Tamil Nadu	Windmill lands
52	16.71 acres of land in Podupatti Village, Tirunelveli District, Tamil Nadu	Windmill lands
53	28.99 acres of land in Pungavarnatham Village, Tirunelveli District, Tamil Nadu	Windmill lands
54	18 acres of land in Radhapuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
55	3 acres of land in Saravanapuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
56	17.23 acres of land in Sayamalai-I Village, Tirunelveli District, Tamil Nadu	Windmill lands
57	7.94 acres of land in Sayamalai-II Village, Tirunelveli District, Tamil Nadu	Windmill lands
58	1.82 acres of land in Serndamangalam Village, Tirunelveli District, Tamil Nadu	Windmill lands
59	23.66 acres of land in Sivalarkulam Village, Tirunelveli District, Tamil Nadu	Windmill lands
60	3.98 acres of land in South Kalugumalai Village, Tirunelveli District, Tamil Nadu	Windmill lands
61	10.06 acres of land in Subbiah Puram Village, Tirunelveli District, Tamil Nadu	Windmill lands
62	4 acres of land in Sundarapandiapuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
63	6.4 acres of land in T. Subbiahpuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
64	11.3 acres of land in Therkupatti Village, Tirunelveli District, Tamil Nadu	Windmill lands
65	2.47 acres of land in Theruku Kalugumali Village, Tirunelveli District, Tamil Nadu	Windmill lands
66	41.346 acres of land in Thirumangalakurichi Village, Tirunelveli District, Tamil Nadu	Windmill lands
67	15.371975 acres of land in Thiruvambalapuram Village, Tirunelveli District, Tamil Nadu	Windmill lands
68	4.54 acres of land in Thottampatti Village, Tirunelveli District, Tamil Nadu	Windmill lands
69	13.99 acres of land in Udayathoor Village, Tirunelveli District, Tamil Nadu	Windmill lands

Sr.No.	Particulars of the Property	Usage
70	4.26 acres of land in Udayathur Village, Tirunelveli District, Tamil Nadu	Windmill lands
71	2.5 acres of land in Udhayathoor Village, Tirunelveli District, Tamil Nadu	Windmill lands
72	5.74 acres of land in Urumankulam Village, Tirunelveli District, Tamil Nadu	Windmill lands
73	8.34 acres of land in Uthumalai Village, Tirunelveli District, Tamil Nadu	Windmill lands
74	2.35 acres of land in Vadakkupanavadali Village, Tirunelveli District, Tamil Nadu	Windmill lands
75	11.81 acres of land in Vadaku Kavalakuruchi Village, Tirunelveli District, Tamil Nadu	Windmill lands
76	7.14 acres of land in Vanaramutti Village, Tirunelveli District, Tamil Nadu	Windmill lands
77	15.67 acres of land in Veerasigamani Village, Tirunelveli District, Tamil Nadu	Windmill lands
78	3.65 acres of land in Vellalankottai Village, Tirunelveli District, Tamil Nadu	Windmill lands
79	95.91 acres of land in Vellappaneri Village, Tirunelveli District, Tamil Nadu	Windmill lands
80	36.77 acres of land in Vijayapathi Village, Tirunelveli District, Tamil Nadu	Windmill lands
81	2.98 acres of land in Marukkalankulam Village, Tirunelveli District, Tamil Nadu	Windmill lands
82	14.559 acres of land in Nalanthulla Village, Tirunelveli District, Tamil Nadu	Windmill lands
83	1.38 acres of land in Metrathi Village, Tirupur District, Tamil Nadu	Windmill lands
84	2.5 acres of land in V.Kallipalayam Village, Tirupur District, Tamil Nadu	Windmill lands
85	202.06 acres of land in Aathukinathupatti Village, Tirupur District, Tamil Nadu	Windmill lands
86	3.65 acres of land in Anupatti Village, Tirupur District, Tamil Nadu	Windmill lands
87	4.43 acres of land in B.Ammapatti Village, Tirupur District, Tamil Nadu	Windmill lands
88	17.47 acres of land in Chinnakkampalayam Village, Tirupur District, Tamil Nadu	Windmill lands
89	7 acres of land in Chinnamaruthur Village, Tirupur District, Tamil Nadu	Windmill lands
90	45.39 acres of land in Chinnaputhur Village, Tirupur District, Tamil Nadu	Windmill lands
91	5.2 acres of land in Gomangalam Village, Tirupur District, Tamil Nadu	Windmill lands
92	5.54 acres of land in Gudimangalam Village, Tirupur District, Tamil Nadu	Windmill lands
93	1.6 acres of land in K.Krishnapuram Village, Tirupur District, Tamil Nadu	Windmill lands
94	11.52 acres of land in Kondampatti Village, Tirupur District, Tamil Nadu	Windmill lands
95	80.64 acres of land in Kudimangalam Village, Tirupur District, Tamil Nadu	Windmill lands
96	31.5 acres of land in Kumarapalayam Village, Tirupur District, Tamil Nadu	Windmill lands
97	3.5 acres of land in M.atthappanpatti Village, Tirupur District, Tamil Nadu	Windmill lands
98	704.69 acres of land in Munduvelampatti Village, Tirupur District, Tamil Nadu	Windmill lands
99	41.19 acres of land in Naranapuram Village, Tirupur District, Tamil Nadu	Windmill lands
100	62.17 acres of land in Ponnapuram Village, Tirupur District, Tamil Nadu	Windmill lands
101	47.88 acres of land in Poolavadi Village, Tirupur District, Tamil Nadu	Windmill lands
102	25.21 acres of land in Pottipuram Village, Tirupur District, Tamil Nadu	Windmill lands
103	3.54 acres of land in Puliampatti Village, Tirupur District, Tamil Nadu	Windmill lands
104	11.67 acres of land in Silamalai Village, Tirupur District, Tamil Nadu	Windmill lands
105	2 acres of land in Thalavaipattinam Village, Tirupur District, Tamil Nadu	Windmill lands
106	8.56 acres of land in Rasingapuram Village, Tirupur District, Tamil Nadu	Windmill lands
107	76.36 acres of land in Kundukulam Village, Virudhunagar District, Tamil Nadu	Vacant land Parcels
108	68.02 acres of land in Melkumilangulam Village, Virudhunagar District, Tamil Nadu	Vacant land Parcels
109	135.6 acres of land in Thulukankulam Village, Virudhunagar District, Tamil Nadu	Vacant land Parcels

b) *Leasehold property:*

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent (excluding GST)	Tenure/ Term	Usage
1	Agreement executed on April 01, 2019 between RCI Power Limited (the "Lessor")and Our company (the "Lessee")	Lease of wind farm land admeasuring 386 Acres situated in Putlur and Yelanur mandals, near Tadipatri, Ananthapur district, Andhra Pradesh, India.	Rs.23.33 Lakhs per Month.	A period of 19 Years Commencing from April 01,2025.	Wind Mill
2	Agreement executed on April 01, 2019 between RCI Power (AP) Limited (the "Lessor")and Our company (the "Lessee")	Lease of wind farm land admeasuring 80 Acres situated in Putlur and Yelanur mandals, near Tadipatri, Ananthapur district, Andhra Pradesh,India.	Rs.5.00 Lakhs per Month.	A period of 19 Years Commencing from April 01,2025.	Wind Mill
3	Agreement executed on August 17, 2012 between Suzlon	Land admeasuring of total 1,14,200 Sq meters situated in HOTHIYAY,GOLAY,	Rs.18,320/- per Month.	A period of 20 Years Commencing	Wind Mill

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent (excluding GST)	Tenure/ Term	Usage
	Gujarat Wind Park limited (the "Sub - Lessor")and Our company (the "Sub - Lessee")	NANIBER and NAVAVAS Villages, ABDASA Taluka, KACHCHH District, Gujarat,India.		from August 17,2012.	
4	Agreement executed on December 14, 2020 between Shrine Vailankanni Senir Seconary School (the "Lessor")and Our company (the "Lessee")	Office space admeasuring 4057 Sq Ft. (approximately) including Fit outs on the 4th Floor, Bascon Futura SV, Old No 56/L, New No 10/1, Venkatanarayan Road, T Nagar, Chennai - 600 017, Tamilnadu, India.	Rs. 2,31,249/- per month (including maintenance).	A period of 9 Years commencing from February 01, 2021.	Registered Office
5	Agreement executed on July 20, 2022 between Ms.Abhinaya P, C/o Ponraj Pandian (the "Lessor")and Our company (the "Lessee")	House No. 107H/29A, Vincent Nagar, Kazhugumalai, Toothukudi - 628 552, Tamil Nadu, India.	Rs. 2,500/- per month.	A period of 11 months Commencing from July 13,2022.	Site Office

OUR MANAGEMENT

Our Board of Directors

Our Articles of Association require us to have not less than three (03) and not more than fifteen (15) Directors. As on date of this Draft Letter of Offer, we have seven (07) Directors on our Board, which includes, one (01) Managing Director, and two (02) are Non-Excutive Directors and four (04) are Independent Directors, one of whom is also the woman director of our Company.

Set forth below are details regarding our Board as on the date of this Draft Letter of Offer:

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
Rangachary Nambi Iyengar **DIN:** 00054437 **Date of Birth:** June 10, 1938 **Designation:** Chairman and Independent Director **Address:** C - 101, B Wing RNS Santhi Nivas, Near RNS Motors Bangalore, Tumkur Road, Bangalore – 560 022, Karnataka, India **Occupation:** Consultant **Term:** For a period of four (04) years commencing from August 14, 2020 till August 13, 2024 **Nationality:** Indian	84	i. CDSL Insurance Repository Limited; ii. Salzer Electronics Limited; iii. Pegasus Assets Reconstruction Private Limited; iv. Kaycee Industries Limited; v. Equitas Holdings Limited; and vi. Srinidhi Trustee Services Private Limited.
Thyagarajan Shivaraman **DIN:** 01312018 **Date of Birth:** November 18, 1965 **Designation:** Managing Director and Chief Executive Officer **Address:** 12, Besant Road, (Off Lloyds Road) Royapettah, Chennai – 600 014, Tamil Nadu, India **Occupation:** Business **Term:** For a period of three (03) years commencing from March 30, 2022 till March 29, 2025 **Nationality**: Indian	56	*Indian Companies:* i. SVL Limited; and ii. SEPC Limited. *Foreign Companies:* i. Orient Green Power Europe BV
Rangaswamy Sundararajan **DIN:** 00498404 **Date of Birth:** April 28, 1948 **Designation:** Non-Executive Director **Address:** 30/A, Davis Road, Cooke Town, Bangalore – 560 084, Karnataka, India	74	i. Medispan Limited; ii. Namo Technology Ventures India Private Limited; iii. Shasun Pharmaceuticals Limited^; and iv. Velbiom Probiotics Private Limited.

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
Occupation: Management Consultant **Term:** Liable to retire by rotation **Nationality:** Indian		
Krishna Kumar Panchapakesan **DIN:** 01717373 **Date of Birth:** September 11, 1954 **Designation:** Non-Executive Director **Address:** 3, 4th Cross Street, Trustpuram, Kodambakkam, Chennai - 600 024, Tamil Nadu, India **Occupation:** Medical Practitioner **Term:** Liable to retire by rotation **Nationality:** Indian	67	i. LSML Private Limited (*formerly known as Leitwind Electronics Private Limited*); ii. Nihon Technology Private Limited; iii. Beta Solar Power Limited*; and iv. Navsar Engineering International Private Limited.
Maj. Gen. Amrit Lal Suri (Retired) **DIN:** 00009532 **Date of Birth**: November 23, 1934 **Designation**: Independent Director **Address**: C-485, Defence Colony, New Delhi – 110 024, India. **Occupation**: Service **Term:** For a period of five (05) years commencing from April 1, 2019 till March 31, 2024 **Nationality:** Indian	87	i. Suri Enterprises Private Limited; ii. Bharath Wind Farm Limited; iii. BETA Wind Farm Private Limited; iv. Gamma Green Power Private Limited; and v. Vibha Build Tech Private Limited*.
Ganapathi Ramachandran **DIN:** 00103623 **Date of Birth:** June 28, 1955 **Designation:** Independent Director **Address:** 62, Bazullah Road, Ground Floor, T. Nagar, Chennai – 600 017, Tamil Nadu, India **Occupation:** Professional **Term:** For a period of five (05) years commencing from April 1, 2019 till March 31, 2024 **Nationality:** Indian	66	i. BETA Wind Farm Private Limited; ii. KKRR Private Limited; iii. SS Corporate Management Services Private Limited; iv. Deccan Soft Lab Private Limited*; v. Elnet Technologies Limited; vi. Projelec Marketing and Management Services Private Limited*; vii. RSG Engineering & Construction Private Limited*; viii. Leading Edge Infotech Limited; ix. Trigyn Technologies (India) Private Limited; and x. Trigyn Technologies Limited.
Chandra Ramesh	62	i. Bharat Re-Insurance Brokers

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
DIN: 00938694 **Date of Birth:** June 9, 1960 **Designation:** Independent Director **Address:** 1802, Oceanic Hiranandani Upscale, Old Mahabalipuram Road, Egattur Village, Chennai – 603 103, Tamil Nadu, India. **Occupation:** Business **Term:** For a period of five (05) years commencing from February 27, 2019 till February 26, 2024 **Nationality:** Indian		Private Limited; ii. C.R. Finance & Securities Private Limited^; iii. SEPC Limited; iv. Procap Commodities Private Limited; and v. Procap Financial Services Private Limited.

**This entity has been struck off*
^This entity has been amalgamated with another entity and therefore is no longer in existence.

Brief Biographies of our Directors

Rangachary Nambi Iyengar, aged 84 years, is the Chairman and Independent Director of our Company. He has been associated with our Company since March 2010. He holds a national diploma in commerce from All India Council of Technical Education. He is a member of the Institute of Chartered Accountants of India, Institute of Cost and Works Accountants of India and Institute of Company Secretaries of India. He has about 49 years of experience in the field of insurance and financial services.

Thyagarajan Shivaraman, aged, 56 years, is the Managing Director and Chief Executive Officer of our Company. He is one of the founders of our Company. He has been associated with our Company since January 28, 2010 and was appointed as the Managing Director and Chief Executive Officer with effect from March 30, 2022. He holds a bachelor's degree in technology (chemical engineering) and a master's degree in science by research, from the Indian Institute of Technology, Madras. He has more than two decades of experience in plant operations, project engineering, thermal power plants, biomass power plants, mines and mineral processing, water and waste and water management and distribution systems. He is currently also the managing director and the chief executive officer of SEPC Limited.

Rangaswamy Sundararajan, aged, 74 years, is a Non-Executive Director of our Company. He has been associated with our Company since January 2010. He holds a bachelor's degree in mechanical engineering from Jadabpur University. He also holds a post graduate diploma in business administration from the Indian Institute of Management, Ahmedabad. He is a chartered engineer and is also an associated with the Institute of Engineers (India) and as associate of the Insurance Institute of India. He has experience of more than a decade in the pharmaceutical industry.

Krishna Kumar Panchapakesan aged, 67 years, is a Non-Executive Director of our Company. He has been associated with our Company since 2008. He holds a bachelor's degree in engineering (mechanical) from Madurai University. He has more than three decades of experience in sales and marketing and international business development. Prior to joining our Company, he was associated with the Tube Products of India, Pipe Mills (Nigeria) Limited and Steel Gujarat Limited. He is also a director on the board of directors of Nihon Technology Private Limited.

Maj. Gen. Amrit Lal Suri (Retired), aged, 67 years, is an Independent Director of our Company. He has been associated with our Company since June 4, 2008. He holds a bachelor's degree in engineering from College of Military Engineering, Pune. He was Commandant of the College of Military Engineering, Pune. He retired as a Major General from the Army has and has also served as a chief engineer in the Army and carried out a wide range of construction activity. He has 17 years of experience in financial services sector. He was associated with Suri Capital & Leasing Limited, in the capacity of a chief executive officer and Graphite India Limited and SEPC Limited, in the capacity of a director.

Ganapathi Ramachandran, aged 66 years, is an Independent Director of our Company. He is associated with our Company since February 29, 2008. He holds a bachelor's degree in technology from the Indian Institute of Technology, Madras. He is the chairman and executive director of Trigyn Technologies Limited and a fellow member of the Indian Institute of Foreign Trade. In the past, he has been associated with Bharat Heavy Electricals Ltd, Best & Crompton Engineering Limited, IG3 Infra Limited and IL&FS Technologies Limited.

Chandra Ramesh, aged 62 years**,** is an Independent Director of our Company. She has been associated with our Company since from 2008. She holds a bachelor's degree in commerce from the University of Madras and a post graduate diploma in business administration from the Indian Institute of Management, Ahmedabad. She is also an associate member of the Institute of Company Secretaries of India and Institute of Cost and Works Accountants of India and a fellow member of the Institute of Chartered Accountants of India. She has also passed the licentiate examination organised by the Insurance Institute of India. She has an experience of more than a decade in the share broking sector and the insurance sector and is a director on the board of directors of Procap Financial Services Private Limited, Procap Commodities Private Limited and Bharat Re-Insurance Brokers Private Limited.

Certain of our Directors are unable to trace documentary evidence for their educational qualifications and experience, consequently reliance has been places upon affidavits issued by such Directors confirming the aforementioned disclosures. For further details, please see "*Risk Factor 34- Our Company does not have any documentary evidence for the educational qualifications and experience of certain of our Directors*" on page 37.

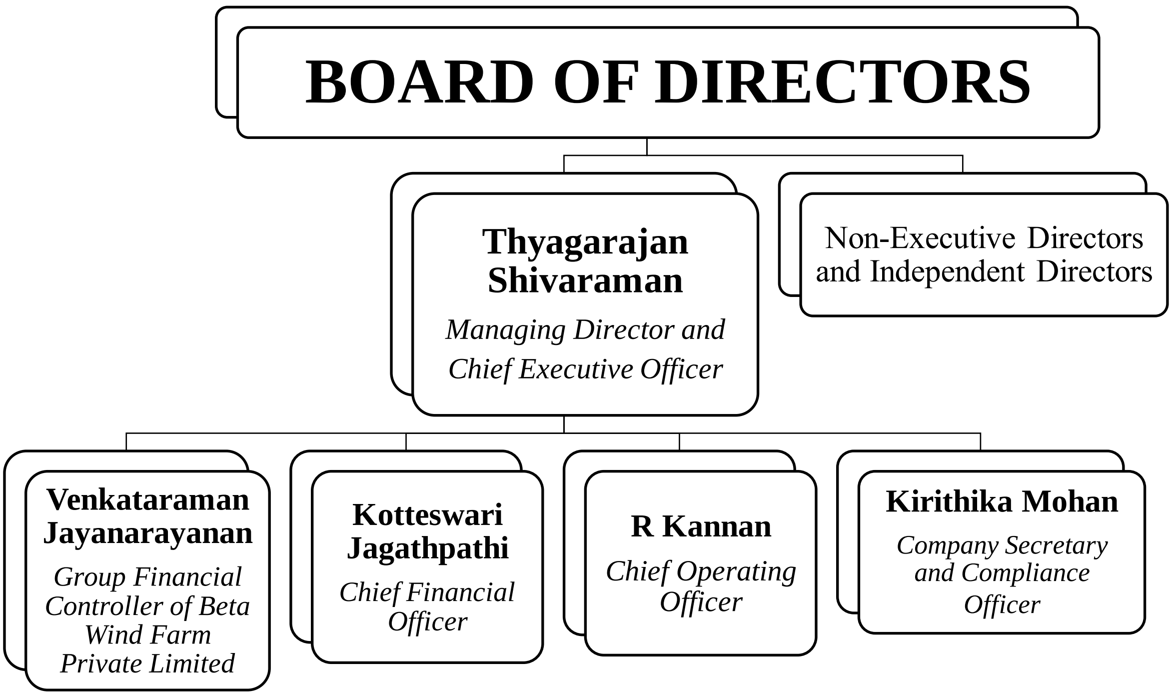
Confirmations

1. None of our Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Draft Letter of Offer, during the term of his/ her directorship in such company.

2. Further, none of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.

Management Organization Structure

Set forth is the organization structure of our Company:



Corporate Governance

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance are applicable to us.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI (ICDR) Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

Committees of our Board

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

a) Audit Committee;
b) Stakeholders' Relationship Committee;
c) Nomination and Remuneration Committee;
d) Risk Management Committee; and
e) Corporate Social Responsibility Committee.

Details of each of these committees are as follows:

a. Audit Committee

Our Audit Committee was last reconstituted by our Board of Directors in their meeting held on Janusry 24, 2019 with the following members forming a part of the said Committee:

Sr. No.	Name of Member	Designation
1.	Ganapathi Ramachandran	Chairman
2.	Rangachary Nambi Iyengar	Member
3.	Rangaswamy Sundararajan	Member
4.	Maj. Gen. Amrit Lal Suri (Retired)	Member

The Company Secretary acts as the secretary of the Audit Committee.

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Audit Committee of our Company include:

Powers of Audit Committee

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The role of the Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

   - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   - Changes, if any, in accounting policies and practices and reasons for the same;
   - Major accounting entries involving estimates based on the exercise of judgment by management;
   - Significant adjustments made in the financial statements arising out of audit findings;
   - Compliance with listing and other legal requirements relating to financial statements;
   - Disclosure of any related party transactions; and
   - Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the Whistle Blower mechanism;

19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

23. To carry out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended or by any other regulatory authority.

24. The Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:
  (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

As required under the SEBI Listing Regulations, the Audit Committee shall meet at least four times a year with maximum interval of four months between two meetings and the quorum for each meeting of the Audit Committee shall be two members or one third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

b. Stakeholders Relationship Committee

Our Stakeholders Relationship Committee was last reconstituted on August 11, 2021. The members of the said Committee are as follows:

Sr. No.	Name of Member	Designation
1.	Rangaswamy Sundararajan	Chairman
2.	Ganapathi Ramachandran	Member
3.	Thyagarajan Shivaraman	Member

The Company Secretary acts as the secretary of the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Stakeholders Relationship Committee of our Company include:

1) Investor relations and redressal of shareholders grievances in general and relating to non-receipt of dividends, interest, non- receipt of Balance Sheet etc.;

2) Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee;

3) The Committee also looks into the letters / complaints received from the shareholders / investors / stock exchanges / SEBI and then review the same with the Registrar. These letters / complaints are replied immediately / redressed to the satisfaction of the shareholders. The committee reviews periodically the action taken by the company and the Share Transfer Agents in this regard. The pendency report if any, and the time taken to redress the complaints are also reviewed by the Committee;

4) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.

5) Review of measures taken for effective exercise of voting rights by shareholders;

6) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and

7) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

As required under the SEBI Listing Regulations, the Stakeholders Relationship Committee shall meet at least once a year, and the chairperson of the committee shall be present at the annual general meetings to answer queries of the security holders. The quorum of the meeting shall be either two members or one third of the members of the committee whichever is greater, including at least one independent director in attendance.

c. Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was last reconstituted by our Board of Directors in their meeting held on August 2, 2016 with the following members:

Sr. No.	Name of Member	Designation
1.	Ganapathi Ramachandran	Chairman
2.	Maj. Gen. Amrit Lal Suri (Retired)	Member
3.	Rangaswamy Sundararajan	Member

The Company Secretary acts as the secretary of the Nomination and Remuneration Committee.

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1) The committee shall have the power to determine the Company's policy on specific remuneration packages including pension rights and other compensation for executive directors and other senior employees of the Company equivalent to or higher than the rank of Vice- President and the committee shall have the jurisdiction over the matters listed below and for this purpose the Remuneration Committee shall have full access to information contained in the records of the Company and external professional advice, if necessary:

   a. To fix and finalise remuneration including salary, perquisites, benefits, bonuses, allowances, etc.;
   b. Fixed and performance linked incentives along with the performance criteria;
   c. Increments and Promotions;
   d. Service Contracts, notice period, severance fees; and
   e. Ex-gratia payments.

2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   a) use the services of an external agencies, if required;
   b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c) consider the time commitments of the candidates.

3) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

4) Formulation of criteria for evaluation of Independent Directors and the Board;

5) Devising a policy on Board diversity; and

6) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

7) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

8) Recommend to the board, all remuneration, in whatever form, payable to senior Management

As required under the SEBI Listing Regulations, the Nomination and Remuneration Committee shall meet at least once a year, and the chairperson of the committee shall be present at the annual general meetings to answer queries of the shareholders. The quorum for each meeting of the said committee shall be either two members or one-third of the members of the committee whichever is greater, including at least one independent director in presence.

d. Risk Management Committee

Our Risk Management Committee was last reconstituted by our Board of Directors in their meeting held on November 10, 2021 with the following members:

Sr. No.	Name of Member	Designation
1.	Ganapathi Ramachandran	Chairman
2.	Krishna Kumar Panchapakesan	Member
3.	Thyagarajan Shivaraman	Member

The Company Secretary acts as the secretary of the Risk Management Committee.

The terms of reference of the Risk Management Committee include the following:

1. To formulate a detailed risk management policy which shall include:

   a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
   b. Measures for risk mitigation including systems and processes for internal control of identified risks; and
   c. Business continuity plan.

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; and

6. The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee.

7. To carry out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended or by any other regulatory authority.

e. Corporate Social Responsibility Committee

Our Corporate Social Responsibility Committee was constituted on November 10, 2021 with the following members forming a part of the said Committee:

Sr. No.	Name of Member	Designation
1.	Ganapathi Ramachandran	Chairman
2.	Maj. Gen. Amrit Lal Suri (Retired)	Member
3.	Thyagarajan Shivaraman	Member

The Company Secretary acts as the secretary of the Corporate Social Responsibility Committee.

The terms of reference of the Corporate Social Responsibility Committee include the following:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

2. Recommend the amount of expenditure to be incurred on the activities referred to in clause (i);

3. Monitor the Corporate Social Responsibility Policy of the Company from time to time; and

4. Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company

5. To carry out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended or by any other regulatory authority.

The quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.

Additionally, our Company has constituted various operational committees such as the Investment /Banking/ Borrowing Committee and Rights Issue Committee.

Our Key Managerial Personnel

In addition to our Managing Director, whose details have been provided under paragraph above titled *'Brief Profile of our Directors'*, set forth below are the details of our Key Managerial Personnel as on the date of filing of this Draft Letter of Offer:

Venkataraman Jayanarayanan is the Group Financial Controller of our Subsidiary, namely, Beta Wind Farm Private Limited and has been associated with our Subsidiary since April 1, 2022. He has passed the degree examination held for bachelor's degree in engineering (electronics and communication) from College of Engineering, University of Madras. He has also passed the final examination held by the Institute of Cost and Works Accountants of India and is an associate member of the Institute of Company Secretaries of India. In the past, he was associated with Sam Consultancy Services Private Limited in the capacity of a consultant.

Kotteswari Jagathpathi is the Chief Financial Officer of our Company. She was earlier associated with our Promoter, SVL Limited in the capacity of its chief financial officer and her services were transferred to our Company with effect from April 1, 2020. She holds a bachelor's degree in commerce from the University of Madras. She has passed the final examination held by the Institute of Cost and Works Accountants of India and is an associate member of the Institute of Chartered Accountants of India. In the past, she was associated with E.I.D Parry (India) Limited in the capacity of deputy manager (marketing finance), Greenstar Fertilizers Limited in the capacity of vice president – finance, Manali Petrochemical Limited in the capacity of vice president – finance and Sterlite Industries (India) Limited, in the capacity of manager- finance. She is responsible for overseeing financial and accounting related matters of our Company.

R Kannan is the Chief Operating Officer of our Company. He holds a provisional bachelor's degree in commerce from Madurai Kamraj University and a master's degree in business administration from Bharathiar University.

He has been associated with our Company since May 24, 2010 in the capacity of Vice President – Finance and Commercial and was promoted to the designation of Senior Vice President – Wind Business and Commercial with effect from December 1, 2012 and to the designation of Chief Operating Officer with effect from August 16, 2022. In the past, he was associated with Loyal Textile Mills Limited in the capacity of vice president – operations. He is responsible for overseeing the wind business and other commercial operations of our Company.

Kirithika Mohan is the Company Secretary and Compliance Officer of our Company. She holds a master's degree in commerce from the University of Madras and is a fellow member of the Institute of Company Secretaries of India. She has been associated with our Company since June 13, 2008. She is responsible for handling the secretarial matters of our Company.

Except for Venkataraman Jayanarayanan, who is an employee of Beta Wind Farm Private Limited, all our Key Managerial Personnel are permanent employees of our Company.

None of our Key Managerial Personnel are entitled to receive any termination or retirement benefits.

Relationship of Key Managerial Personnel with our Key Managerial Personnel

None of the key managerial personnel are related to each other.

OUR PROMOTERS

Our Promoters are SEPC Limited ("**SEPC**"), Janati Bio Power Private Limited ("**JPPL**"), Nivedana Power Private Limited ("**NPPL**"), Syandana Energy Private Limited ("**SEPL**") and SVL Limited ("**SVL**"). As on date of this Draft Letter of Offer, the shareholding of our Promoters has been provided below:

S. No.	Name of the Promoter	Number of Equity Shares	Percentage of Equity Shares held (%)
1.	SEPC	3,86,526	0.05
2.	JPPL	25,88,08,809	34.47
3.	NPPL	5,000	Negligible
4.	SEPL	5,000	Negligible
5.	SVL	5,000	Negligible
Total		**25,92,10,335**	**34.53**

Our Company confirms that permanent account number and bank account number of our Promoters shall be submitted to the Stock Exchanges at the time of filing this Draft Letter of Offer.

SEPC

Corporate Information

SEPC was incorporated on June 12, 2000 under the Companies Act, 1956 in the name and style '*Shriram EPC Limited*'. The name of the company was subsequently changed to SEPC Limited pursuant to a certificate of incorporation dated February 12, 2021 issued by Ministry of Corporate Affairs.

Pursuant to the provisions of Section 391 to 394 of the Companies Act and pursuant to an order dated July 22, 2005 of the High Court of Madras, Shriram Engineering Construction Company Limited was merged with SEPC with effect from April 1, 2004, since both companies were in the same line of business, namely, construction engineering. Shriram Engineering Construction Company Private Limited was originally incorporated as Shriram Construction Company Private Limited on June 3, 1982 under the Companies Act. The name of the company was subsequently changed to Shriram Engineering Construction Company Private Limited on April 24, 1991. The registered office of SEPC is located at Bascon Futura SV, 4th Floor, No.10/1, Venkatanarayana Road, T. Nagar, Chennai 600 017, Tamil Nadu.

SEPC is a public listed Engineering, procurement and Construction company, engaged in providing end to end solutions offering Multi-Disciplinary Design, Engineering, Procurement, Construction and Project Management Services, providing turnkey solutions for ferrous and non-ferrous, cement, aluminium, copper and thermal power plants, water treatment and transmission, renewable energy; cooling tower and material handling, mineral processing and mine development.

SEPC is promoted by SVL Limited (formerly known as Shriram Industrial Holdings Private Limited)

Brief Financial Details

Set forth below is the consolidated financial information of SEPC based on its audited financial statements for the last three fiscal years:

(*₹ in lakhs, except for per share data*)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Issued and paid-up Equity Share Capital	97,152.90	97,152.90	97,152.90
Reserves and Surplus (excluding revaluation reserves)	(22,548.27)	2,298.12	20,567.00
Sales / Turnover/Other Income	31,174.05	55,324.01	72,923.19
Profit / (Loss) after Tax	(24,901.02)	(18,288.53)	(8,098.83)
Basic and Diluted EPS per share	(2.56)	(1.88)	(0.83)
Net Asset Value per equity share	0.77	1.02	1.21

Market Capitalization

SEPC Limited is listed on BSE and NSE. The Market Capitalization of SEPC as on August 30, 2022 on BSE & NSE is ₹ 1,01,659.84 lakhs and ₹ 1,01,406.32 respectively.

JPPL

Corporate Information

JPPL was incorporated on July 10, 2015 under the Companies Act, 2013. The registered office of JPPL is located at Bascon Futura SV, 4th Floor, No.10/1, Venkatanarayana Road, T. Nagar, Chennai – 600 017, Tamil Nadu, India

JPPL is engaged in the business of generating electrical power from biomas or non-conventional energy sources as independent power producer.

JPPL is promoted by SVL Limited and Kotteswari Jagathpathi.

The securities of JPPL are not listed on any stock exchanges, in India or abroad.

Brief Financial Details

Set forth below is the consolidated financial information of JPPL based on its audited financial statements for the last three fiscal years:

(*₹ in lakhs, except for per share data*)

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Issued and paid-up Equity Share Capital	1.00	1.00	1.00
Reserves and Surplus (excluding revaluation reserves)	(22,883.37)	(21,609.14)	(6,777.98)
Sales / Turnover/Other Income	0.01	3.82	247.88
Profit / (Loss) after Tax	(1,274.33)	(14,831.06)	(2,749.42)
Basic and Diluted EPS per share	(12,743.25)	(1,48,310.60)	(27,494.20)
Net Asset Value per equity share	(2,28,823.70)	(2,16,080.40)	(67,769.80)

NPPL

Corporate Information

NPPL was incorporated on July 23, 2015 under the Companies Act, 2013. The registered office of NPPL is located at Bascon Futura SV, 4th Floor, No.10/1, Venkatanarayana Road, T. Nagar, Chennai – 600 017, Tamil Nadu, India

NPPL is engaged in the business of generating electrical power from biomas or non-conventional energy sources as independent power producer.

NPPL is promoted by SVL Limited.

The securities of NPPL are not listed on any stock exchanges, in India or abroad.

Brief Financial Details

Set forth below is the consolidated financial information of NPPL based on its audited financial statements for the last three fiscal years:

(*₹ in lakhs, except for per share data*)

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Issued and paid-up Equity Share Capital	1.00	1.00	1.00
Reserves and Surplus (excluding revaluation reserves)	(1,436.80)	(1,430.26)	(5,604.06)
Sales / Turnover/Other Income	0.03	5,158.05	442.08
Profit / (Loss) after Tax	(6.61)	4,173.81	(3,200.17)
Basic and Diluted EPS per share	0.00	0.42	(0.32)
Net Asset Value per equity share	(0.14)	(0.14)	(0.56)

SEPL

Corporate Information

SEPL was incorporated on July 24, 2015 under the Companies Act, 2013. The registered office of SEPL is located at Bascon Futura SV, 4th Floor, No.10/1, Venkatanarayana Road, T. Nagar, Chennai – 600 017, Tamil Nadu, India.

SEPL is engaged in the business of generating electrical power from biomas or non-conventional energy sources as independent power producer.

SEPL is promoted by SVL Limited.

The securities of SEPL are not listed on any stock exchanges, in India or abroad.

Brief Financial Details

Set forth below is the consolidated financial information of SEPL based on its audited financial statements for the last three fiscal years:

(*₹ in lakhs, except for per share data*)

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Issued and paid-up Equity Share Capital	1.00	1.00	1.00
Reserves and Surplus (excluding revaluation reserves)	(1,432.20)	(1,431.96)	(5,577.41)
Sales / Turnover/Other Income	0.03	5,163.59	342.49
Profit / (Loss) after Tax	(0.24)	4,145.45	(3,921.46)
Basic and Diluted EPS per share	0.00	0.41	(0.39)
Net Asset Value per equity share	(0.14)	(0.14)	(0.56)

SVL

Corporate Information

SVL was originally incorporated as Shriram Industrial Holdings Limited on September 17, 1986 under the Companies Act, 1956. The name of the company was subsequently changed to SVL Limited on July 13, 2015. The registered office of SVL is located at 123, Angappa Naicken Street, Chennai – 600 001, Tamil Nadu, India.

SVL is engaged in the business of investment and in the business of promotion and establishing, promoting, or otherwise assisting in formation and promotion of industrial enterprises or companies.

SVL is promoted by SVL Trust.

The securities of SVL are not listed on any stock exchanges, in India or abroad.

Brief Financial Details

Set forth below is the consolidated financial information of SVL based on its audited financial statements for the last three fiscal years:

(*₹ in lakhs, except for per share data*)

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Issued and paid-up Equity Share Capital	170.85	170.85	170.85
Reserves and Surplus (excluding revaluation reserves)	(64,723.85)	(57,417.99)	(23,401.63)
Sales / Turnover/Other Income	566.18	59,341.44	5,768.24
Profit / (Loss) after Tax	(7,305.86)	(34,186.26)	(1,20,365.73)
Basic and Diluted EPS per share	(427.62)	2,000.96	(8,207.39)
Net Asset Value per equity share	(0.04)	(0.03)	(0.01)

Confirmations

1. None of our Promoter or members of our Promoter Group have been declared as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are currently pending against them.

2. Our Promoter has not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

3. None of our Promoter or Promoter Group entities have been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter and members of the Promoter Group are not and have never been promoters, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

4. Except as disclosed in the chapter titled "Outstanding Litigation and Material Developments", there are no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of the Issue against our Promoter.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, during the last three Fiscals and the three month period ended June 30, 2022, as per the requirements under the relevant accounting standards and as reported in the Restated Consolidated Financial Information and the Limited Reviewed Financial Information, see section titled "*Financial Information*" at page 118 of this Draft Letter of Offer.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited, consolidated net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

Dividends paid on Equity Shares:

Our Company has not declared dividends on the Equity Shares in the three month period ended June 30, 2022 and each of the Financial Years ending 2022, 2021 and 2020. The amount paid as dividends in the past is not necessarily indicative of our dividend policy or dividend amount, if any, in the future and there is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in future. For details in relation to the risk involved, see "*Risk Factor No. 52 – Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows*" on page 42 of this Draft Letter of Offer.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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Limited Review Report

The Board of Directors of
Orient Green Power Company Limited

1. We have reviewed the accompanying Statement of unaudited consolidated Financial Results of Orient Green Power Company Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter ended June 30, 2022 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of parent's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes consolidation of results pertaining to the entities listed in Annexure.

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying statement prepared in accordance with the recognition and measurement principles laid down in aforesaid Indian Accounting Standard and other accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

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Mumbai Office : D-509, Neelkanth Buisness Park, Nathani Road, Vidyavihar (West) Mumbai 400086, Phone- 022-3512 3184

G.D. APTE & CO. Chartered Accountants

as amended including the manner in which it is to be disclosed or that it contains any material misstatement.

6. We did not review the financial results of certain subsidiaries included in the Statement whose interim financial results, before consolidation adjustments, reflect total revenues of Rs. 1,121 lakhs, total net profit/(loss) of Rs. 1,101 lakhs and total comprehensive income / (loss) of Rs. 1,045 lakhs for the quarter ended June 30, 2022 as considered in the unaudited consolidated financial results. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the report of the other auditors and the procedures performed by us as stated in paragraph 3 above.

7. We draw attention to the following matters as stated in the Notes to the Financial Results:

   (i) Considering the stay granted by the Supreme Court of India on the order issued by Central Electricity Regulatory Commission ('CERC') on reduction of floor price, and based on the legal opinion obtained, the company is confident of favourable decision on the appeal with Hon'ble Supreme Court against the APTEL (Appellate Tribunal for Electricity at New Delhi) order and realization of difference of Rs. 500 per REC aggregating to Rs. 2,071 Lakhs in respect of the receivables as on 31st March 2017. However, for the delay in recovering the said receivables, the Group made provision of Rs. 404 lakhs for expected credit losses till June 30, 2022.

   (ii) Due to regulatory developments in Andhra Pradesh during the FY 2019-20, the Group could not proceed with Phase III power project. However, the Group is confident of recovering substantial portion of capital advances given in this regard. Accordingly, no provision is required for the capital advance amounting to Rs. 6,511 Lakhs considering the above and the comfort letter issued by SVL Ltd guaranteeing repayment in case of non-recovery. Nevertheless, for the delay in recovering the said advances, the Group has made provision of Rs. 2,353 lakhs as at June 30, 2022 for expected credit losses.

Our conclusion on the statement is not modified in respect of above matters.

For G. D. Apte & Co.
Chartered Accountants
Firm Registration Number: 100 515W
UDIN: 22113053ANUXGW5705

G. D. APTE & CO. ★ Chartered Accountants ★

Umesh S. Abhyankar
Partner
Membership Number: 113 053
Pune, July 29, 2022

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Annexure

Annexure referred to in paragraph 4 of our review report on the Consolidated Financial Results of Orient Green Power Company Limited for the quarter ended June 30, 2022

Sr. No.	**Name of Subsidiaries**
1	Amrit Environmental Technologies Private Limited
2	a. Beta Wind Farm Private Limited b. Beta Wind Farm (Andhra Pradesh) Private Limited (Entire investments sold during July 2021)
3	Bharath Wind Farm Limited – Consolidated Financial Statements including its following subsidiary: a. Clarion Wind Farm Private Limited
4	Gamma Green Power Private Limited
5	Orient Green Power (Europe) B.V. - Consolidated Financial Statements including its following subsidiary: a. Vjetro Elektrana Crno Brdod.o.o b. Orient Green Power d.o.o.
6	Statt Orient Energy Private Limited (Entire investments sold during January 2022)
7	Orient Green Power Company (Maharashtra) Private Limited

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ORIENT GREEN POWER COMPANY LIMITED

ORIENT GREEN POWER COMPANY LIMITED					
Registered office: 4th Floor, Bascon Futura, No. 10/1, Venkatanarayana Road, T. Nagar, Chennai -600017					
Corporate Identity Number: L40108TN2006PLC061665					
Statement of Consolidated Unaudited Financial Results for the Quarter ended June 30, 2022					
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)					
S. No	Particulars	Quarter ended			Year ended
		30-Jun-22	31-Mar-22	30-Jun-21	31-Mar-22
		Unaudited	Audited	Unaudited	Audited
A	**CONTINUING OPERATIONS**				
1	Revenue from Operations	7,769	3,778	7,531	31,063
2	Other Income	50	242	213	459
3	**Total Income (1+2)**	7,819	4,020	7,744	31,522
4	**Expenses**				
	(a) Cost of Maintenance	1,270	1,300	1,327	5,128
	(b) Employee Benefits Expense	301	258	299	1,116
	(c) Finance Costs	2,756	2,808	3,187	12,161
	(d) Depreciation and Amortisation Expense	2,071	2,172	2,238	8,862
	(e) Other Expenses	826	550	483	2,432
	Total Expenses	7,224	7,088	7,534	29,699
5	**Profit/(Loss) Before Exceptional items and Tax (3-4)**	595	(3,068)	210	1,823
6	Exceptional Items (Refer Note 6)	410	10	73	2,832
7	**Profit/(Loss) Before Tax (5+6)**	1,005	(3,058)	283	4,655
8	**Tax Expense:**				
	- Current Tax Expense	-	-	-	-
	- Deferred Tax	-	-	-	-
9	**Profit/(Loss) for the period from Continuing Operations (7-8) (after tax)**	1,005	(3,058)	283	4,655
B	**DISCONTINUED OPERATIONS**				
10	Profit/(Loss) from discontinued operations before tax (Refer note - 5)	(129)	(177)	(63)	(1,077)
11	Less: Tax expense of discontinued operations	-	-	-	-
12	**Profit/(Loss) from discontinued operations (10-11) (after tax)**	(129)	(177)	(63)	(1,077)
13	**Profit/(Loss) for the period (9+12)**	876	(3,235)	220	3,578
14	**Other Comprehensive Income**				
I.	**i. Items that will not be reclassified to profit and loss**				
	- Remeasurement of defined benefit obligation-(loss)/gain	(1)	2	(2)	4
	ii. Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-
II.	**i. Items that will be reclassified to profit and loss**				
	-Deferred gains/(losses) on cash flow hedges	-	-	-	-
	- Recycled to statement of profit & loss on closure of hedging arrangements	-	-	-	-
	- Exchange Differences on translation of foreign operation	(56)	(37)	245	(100)
	ii. Income tax relating to items that will be reclassified to profit or loss	-	-	-	-
	Total Other Comprehensive Income/(Loss) (I+II)	(57)	(35)	243	(96)
15	**Total Comprehensive Income/(Loss) for the period (13+14)**	819	(3,270)	463	3,482

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ORIENT GREEN POWER COMPANY LIMITED CHENNAI

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Tel : +91-44-4901 5678 (20 Lines) Fax : +91-44-4901 5655 www.orientgreenpower.com
CIN : L40108TN2006PLC061665

S. No	Particulars	Quarter ended			Year ended
		30-Jun-22	31-Mar-22	30-Jun-21	31-Mar-22
		Unaudited	Audited	Unaudited	Audited
16	Profit/(Loss) for the period attributable to:				
	-Owners of the Company	885	(3,355)	94	3,498
	-Non-controlling Interests	(9)	120	126	80
		876	(3,235)	220	3,578
	Other comprehensive Income/(Loss) for the period attributable to:				
	-Owners of the Company	(57)	(35)	243	(96)
	-Non-controlling Interests	-	-	-	-
		(57)	(35)	243	(96)
	Total Comprehensive Income/(Loss) for the period attributable to:				
	-Owners of the Company	828	(3,390)	337	3,402
	-Non-controlling Interests	(9)	120	126	80
		819	(3,270)	463	3,482
17	Paidup Equity Share Capital (Face value of Rs. 10 each)	75,072	75,072	75,072	75,072
18	Earnings per equity share (of Rs. 10/- each not annualized)				
	(a) Continuing Operations				
	(i) Basic	0.13	(0.42)	0.02	0.58
	(ii) Diluted	0.13	(0.42)	0.02	0.58
	(b) Discontinued Operations				
	(i) Basic	(0.01)	(0.02)	(0.01)	(0.11)
	(ii) Diluted	(0.01)	(0.02)	(0.01)	(0.11)
	(c) Total EPS (Continuing and Discontinued)				
	(i) Basic	0.12	(0.44)	0.01	0.47
	(ii) Diluted	0.12	(0.44)	0.01	0.47

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ORIENT GREEN POWER COMPANY LIMITED ★ CHENNAI

Orient Green Power Company Limited
Notes to the Consolidated Unaudited Financial Results for the Quarter ended June 30, 2022

1. The above consolidated financial results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors of Orient Green Power Company Limited (the Holding Company) at their respective meetings held on July 29, 2022. The statutory auditors of the Company carried out 'Limited Review' on these consolidated results for the quarter ended June 30, 2022.

2. The Group operates in a single segment which is "Generation of power through renewable sources". The CEO (designated Chief Operating Decision Maker (CODM)) of the group reviews the operations as a single segment as mentioned above. The operations of the group are seasonal in nature and the performance of any quarter may not be representative of the annual performance.

3. Considering the regulatory developments in Andhra Pradesh during the year FY 2019-20, the group (through M/s. Beta Wind Farm Private Limited, one of the subsidiaries) could not proceed with Phase III power project. However, the Group is confident of recovering substantial portion of capital advances given in this regard. Considering the above facts and the comfort letter issued by SVL Ltd guaranteeing repayment, in case of non-recovery, no provision is required for the capital advance amounting to Rs. 6,511 lakhs. Nevertheless, for the delay in recovering the said advances, the Group made provision of Rs. 2,353 lakhs for expected credit losses till June 30, 2022.

   The above has been highlighted as an Emphasis of matter in the Limited Review Report on the consolidated unaudited financial results.

4. Considering the stay granted by the Hon'ble Supreme Court of India on the order issued by Central Electricity Regulatory Commission ('CERC') on reduction of floor price, and based on the legal opinion obtained, the Group is confident of favourable decision on the appeal with Hon'ble Supreme Court against the APTEL (Appellate Tribunal for Electricity at New Delhi) order and realization of difference of Rs.500/ REC aggregating to Rs.2,071 lakhs in respect of the receivables as on 31st March 2017. Nevertheless, for the delay in recovering the said advances, the Group made provision of Rs. 404 lakhs for expected credit losses till June 30, 2022.

   The above has been highlighted as an Emphasis of matter in the Limited Review Report on the consolidated unaudited financial results.

G. D. APTE & CO. Chartered Accountants

ORIENT GREEN POWER COMPANY LIMITED CHENNAI

Orient Green Power Company Limited
Notes to the Consolidated Unaudited Financial Results for the Quarter ended June 30, 2022

5. The Financial results includes total income of Rs.1 lakh, total loss after tax of Rs.114 lakhs and total comprehensive loss of Rs.114 lakhs for the quarter ended June 30, 2022, after elimination, in respect of one subsidiary viz. Amrit Environmental Technologies Pvt. Ltd(AETPL), whose financial statements were prepared by the Management on the basis other than that of going concern. The group has recognized impairment loss of Rs. 3,171 lakhs to bring down the carrying value of Property, Plant and Equipment to their net realizable value of Rs.950 lakhs. The company holds 74% of equity shares in AETPL.

6. Exceptional Items

Particulars	Quarter ended			Year ended
	30-Jun-22	31-Mar-22	30-Jun-21	31-Mar-22
	Unaudited	Audited	Unaudited	Audited
(a) Profit/(Loss) on sale of assets (Net)	1,320	42	73	300
(b) Impairment (loss)/ reversal on assets classified as held for sale	32	(32)	-	(32)
(c) Differential Tariff claim	-	-	-	2,441
(d) Gain/(Loss) on modification of Lease	-	-	-	123
(e) Interest income/(expense) (net) #	(501)	-	-	-
(f) Provision for reinforcement of foundation @	(441)	-	-	-
Total	410	10	73	2,832

Interest income/(expense) (net) for the year/quarter ended march 31, 2022 include claim of interest on overdues from AP Discom according to terms and conditions of Power Purchase Agreement. Further, a company which had approved a waiver of interest on loans granted to the Group, has indicated its intention to charge the interest with effect from April 1, 2021. Though the group is in active negotiations for continuing the interest waiver, an estimated provision for the year 2021-22 has been made on a prudent basis. The net impact of the above is insignificant for the year/quarter ended March 31, 2022. Pending approval for waiver, interest of Rs.501 lakhs has been recognized for the current quarter on a prudent basis.

@ During the quarter, the group has made a provision of Rs 441 lakhs towards one time repair expenses for reinforcement of foundation in few identified Wind Energy Generators (WEG)s.

7. During the quarter ended March 2022, the company disinvested its entire stake in statt orient energy private limited. The investment was adequately provided for during earlier years. The derecognition of this subsidiary resulted in a gain of Rs. 50 lakhs on these consolidated results under discontinued operations.

Due to the economic turmoil in Srilanka and consequent restrictions imposed on transactions involving foreign exchange, the repatriation of the sale proceeds of Rs. 57 lakhs is pending. The

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ORIENT GREEN POWER COMPANY LIMITED ★ CHENNAI company has made full provision on these receivables on a prudent basis during the previous year.

8. The Code on Social Security, 2020 (the code) has been enacted, which would impact contribution by the Company towards applicable social security schemes. The Ministry of Labour and Employment has also released draft rules there under on November 13, 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry. The actual impact on account of this change will be evaluated and accounted for when notification becomes effective.

9. The figures for previous year/ period have been regrouped wherever necessary to conform to the classification of the current period.

10. Financial Results of the Company – Standalone (Rs. in Lakhs)

Particulars	Quarter ended			Year ended
	30-Jun-22	31-Mar-22	30-Jun-21	31-Mar-22
	Unaudited	Audited	Unaudited	Audited
Profit / (Loss) Before Tax	(786)	(1,382)	(209)	(2,173)
Profit / (Loss) After Tax	(786)	(1,382)	(209)	(2,173)

On behalf of the Board of Directors

G. D. APTE & CO. Chartered Accountants

ORIENT GREEN POWER COMPANY LIMITED CHENNAI

Place: Chennai
Date: July 29, 2022

T Shivaraman
Managing Director & CEO

INDEPENDENT AUDITOR'S REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Orient Green Power Company Limited

Dear Sirs,

1. We have examined (refer paragraph 7 and 8 Below), the attached Restated Consolidated Financial Information of Orient Green Power Company Limited (the "Company"), and its subsidiaries (collectively, the "Group"), which comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2022, 2021 and 2020, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), Restated Consolidated Statement of changes in equity and the Restated Consolidated Statement of Cash flows for the years ended March 31, 2022, 2021 and 2020, and the Summary of Significant Accounting Policies and other explanatory information (collectively, the "Restated Consolidated Financial Information") as approved by the Board of Directors of the Company ("the Board") at their meeting held on September 5, 2022 for the purpose of inclusion in the Draft Letter of Offer and the Letter of Offer (collectively, the "Offer Documents") prepared by the Company in connection with its proposed Rights Issue of equity shares of the Company (the "Issue") prepared in terms of the requirements of :

   a) Section 26 of Part 1 of Chapter III of the Companies Act,2013 ("the Act");
   b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and
   c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Chennai in connection with the proposed Issue. The Restated Consolidated Financial Information have been prepared by the Management of the Company on the basis of preparation stated in Note 3.2 to Restated Consolidated Financial Information. The Responsibility of the respective Board of Directors of the companies included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the restated consolidated financial information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined these Restated Consolidated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated August 10, 2017 in connection with the proposed Issue of the Company;
   b) The Guidance Note which also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and Guidance Note in connection with the Issue.

4. These Restated Consolidated Financial Information have been compiled by the Management from the audited consolidated IND AS financial statements of the Group as at and for the years ended March 31, 2022, 2021 and 2020, prepared in accordance with the Indian Accounting Standards (referred to as "IND AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time and other accounting principles generally accepted in India which have been approved by the Board at their meetings held on May 20, 2022, May 28, 2021 and June 10, 2020.

5. For the purpose of our examination, we have relied on reports issued by us dated May 20, 2022, May 28, 2021 and June 10, 2020 on the consolidated financial statements of the Group as at and for the years ended March 31, 2022, 2021 and 2020, respectively, as referred in Paragraph 4 above. These reports were containing unmodified opinion for each of the years and included the following emphasis of matter paragraphs.

a) For the year ended March 31, 2022

i. Considering the stay granted by the Hon'ble Supreme Court of India on the order issued by Central Electricity Regulatory Commission ('CERC') on reduction of floor price, and based on the legal opinion obtained, the Group is confident of favourable decision on the appeal with Hon'ble Supreme Court against APTEL (Appellate Tribunal for Electricity at New Delhi) order and realisation of difference of Rs. 500 per REC aggregating to Rs. 2,071 Lakhs in respect of receivables as on 31st March 2017.

ii. Due to regulatory developments during 2019-20 in Andhra Pradesh, the Group could not proceed with Phase III power project. However, the Group is confident of recovering substantial portion of capital advances given in this regard. Accordingly, no provision is required for the capital advance amounting to Rs. 6,511 Lakhs considering the above and the comfort letter issued by SVL Ltd guaranteeing repayment in case of non-recovery. Nevertheless, for the delay in recovering the said advances, the Group has made provisions of Rs. 2,256 lakhs, for expected credit losses, as on March 31, 2022.

Our opinion is not modified in respect of above matters.

b) For the year ended March 31, 2021

i. Considering the stay granted by the Supreme Court of India on the order issued by Central Electricity Regulatory Commission ('CERC') on reduction of floor price, and based on the legal opinion obtained, the Group is confident of favourable decision on the appeal with Hon'ble Supreme Court against APTEL (Appellate Tribunal for Electricity at New Delhi) order and

G.D. APTE & CO. Chartered Accountants

realisation of difference of Rs. 500 per REC aggregating to Rs. 2,071 Lakhs in respect of receivables as on 31st March 2017.

ii. The Group during the year tested the Property, Plant & Equipment and assets other than financial instruments pertaining to one of the subsidiaries viz Beta Wind Farm Private Limited for impairment. Such testing performed on an annual basis did not reveal any impairment losses.

iii. Due to recent regulatory developments in Andhra Pradesh, the Group could not proceed with Phase III power project. However, the Group is confident of recovering substantial portion of capital advances given in this regard. Accordingly, no provision is required for the capital advance amounting to Rs. 6,511 Lakhs considering the above and the comfort letter issued by SVL Ltd guaranteeing repayment in case of non-recovery. Nevertheless, for the delay in recovering the said advances, the Group has made provisions of Rs. 781 lakhs as at March 31 2021, for expected credit losses.

iv. Entire global market experienced significant disruption in operations resulting from uncertainty caused by the Coronavirus (COVID 19) pandemic. As the company and its subsidiaries (the Group) are into generation and supply of power, (which is an essential service) and considering the nature of agreements entered with customers, the management believes that the impact on business is not significant as on March 31, 2021. Nevertheless, the uncertainty prevailing in the external environment might have an impact on the future operations of the company. The Group is also closely monitoring the developments and is taking necessary steps to minimize the impact of this unprecedented situation.

Our opinion is not modified in respect of above matters.

c) For the year ended March 31, 2020

i. Considering the stay granted by the Supreme Court of India on the order issued by Central Electricity Regulatory Commission ('CERC') on reduction of floor price, and based on the legal opinion obtained, the Group is confident of favourable decision on the appeal with Hon'ble Supreme Court against APTEL (Appellate Tribunal for Electricity at New Delhi) order and realisation of difference of Rs. 500 per REC aggregating to Rs. 2,071 Lakhs in respect of receivables as on 31st March 2017.

ii. The Group during the year tested the Property, Plant & Equipment for impairment. Such testing performed on an annual basis did not reveal any impairment losses.

iii. Due to recent regulatory developments in Andhra Pradesh, the Group could not proceed with Phase III power project. However, the Group is confident of recovering substantial portion of capital advances given in this regard. Accordingly, no provision is required for the capital advance amounting to Rs. 6,511 Lakhs considering the above and the comfort letter issued by SVL Ltd guaranteeing repayment in case of non-recovery. Nevertheless, for the delay in recovering the said advances, the Group has made provisions for expected credit losses.

iv. Entire global market experienced significant disruption in operations resulting from uncertainty caused by the Coronavirus (COVID 19) pandemic. As the company and its subsidiaries (the Group) are into generation and supply of power, (which is an essential service) and considering the nature of agreements entered with customers, the management believes that the impact on business is not significant as on March 31, 2020. Nevertheless, the uncertainty prevailing in the external environment might have an impact on the future operations of the company. The Group is also closely monitoring the developments and is taking necessary steps to minimize the impact of this unprecedented situation.

Our opinion is not modified in respect of above matters.

6. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, below paragraph is inserted in the auditor's report for the year ended March 31, 2022 issued by us dated May 20, 2022. (Under Report on other legal and regulatory requirements Sr. No (i))

According to the information and explanations given to us, and based on the CARO reports issued by us for the holding Company, subsidiaries and by other auditors of its subsidiaries incorporated in India included in the consolidated financial statements of the Group, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports except as mentioned below -

Name of group company	CARO Clause No.
BETA Wind Farm Private Limited	3 (i) (c)
	3 (ix) (a)
Orient Green Power Company Limited	3 (vii) (a)
Amrit Environmental Technologies Private Limited	3 (ix) (a)
Gama Green Power Private Limited	3 (i) (c)
Clarion Wind Farm Private Limited	3 (i) (c)

7. As indicated in our audit reports referred above,

a) We did not audit the financial statements of 5 subsidiaries for the years ended March 31, 2022, 2021 and 6 subsidiaries for the year ended March 31, 2020 whose financial statements reflect group's share of total assets, group's share of total revenues, group's share of total net profit/(loss) after tax and net cash inflows / (outflows) included in the Restated Consolidated Financial Information, for the relevant years as tabulated below, which have been audited by other auditors and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above

(Rs. in lakhs)

Particulars	As at/ for the year ended March 31, 2022	As at/ for the year ended March 31, 2021	As at/ for the year ended March 31, 2020
Total assets	17,468	19,672	20,452
Total revenue	4,356	3,997	4,193
Net profit/(loss) after tax	(2,628)	607	41
Net cash inflows/(outflows)	(512)	484	72

These other auditors of certain subsidiaries, as mentioned above, have examined the restated financial information and have confirmed that the restated financial information:

i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the financial years ended March 31, 2021 and 2020 to reflect the same accounting treatment as per the accounting policies and grouping /classifications followed as at and for the year ended March 31, 2022;
ii. do not require any adjustment for modification as there is no modification in the underlying audit reports; and
iii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the reports submitted by other auditors on their audit/ examination of financial statements restated financial information of certain subsidiaries mentioned in paragraph 6 above, we report that the Restated Consolidated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies and regrouping/ reclassifications retrospectively in the financial years ended March 31, 2021 and 2020 to reflect the same accounting treatment as per the accounting policies and grouping /classifications followed as at and for the year ended March 31, 2022;

   b) Do not require any adjustment for modification as there is no modification in the underlying audit reports; and

   c) Have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated Ind AS financial statements mentioned in paragraph 4 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

G.D. APTE & CO. Chartered Accountants

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Chennai in connection with the proposed issue. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For G. D. Apte & Co.
Chartered Accountants
Firm Registration Number: 100515W
UDIN: 22113053AQYPXW7638

G. D. APTE & CO. ★ Chartered Accountants ★

Umesh S. Abhyankar
Partner
Membership Number: 113 053
Pune, September 5, 2022.

ORIENT GREEN POWER COMPANY LIMITED
Restated Consolidated Financial Information
Restated Consolidated Statement of Assets and Liabilities as at March 31,2022
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
ASSETS				
Non -current assets				
(a) Property, plant and equipment	5	1,52,960	1,62,426	1,71,507
(b) Goodwill on consolidation	42	1,278	1,278	1,278
(c) Other intangible assets	5	15	167	303
(d) Financial assets				
(i) Investments	6	-	-	-
(ii) Loans	7	-	389	5,366
(iii) Other financial assets	8	176	157	542
(e) Non-current tax assets	9	372	340	397
(f) Other non-current assets	10	4,570	6,409	7,764
Total non-current assets		**1,59,371**	**1,71,166**	**1,87,157**
Current Assets				
(a) Inventories	11	162	191	192
(b) Financial assets				
(i) Investments	12	-	201	-
(ii) Trade receivables	13	16,097	10,334	10,738
(iii) Cash and cash equivalents	14 A	829	1,355	819
(iv) Bank balances other than (iii) above	14 B	463	258	10
(v) Other financial assets	15	3,385	3,135	7,154
(c) Other current assets	16	1,205	789	856
Total current assets		**22,141**	**16,263**	**19,769**
Assets classified as held for sale	17	1,697	2,025	1,819
Total assets		**1,83,209**	**1,89,454**	**2,08,745**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	18	75,072	75,072	75,072
(b) Other equity	19	(26,126)	(29,452)	(23,860)
Equity attributable to the owners of the Company		**48,946**	**45,620**	**51,212**
Non - controlling interests		(941)	(999)	(1,053)
Total equity		**48,005**	**44,621**	**50,159**
Liabilities				
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	20	1,09,063	1,15,649	1,23,312
(ii) Lease liabilities	21	1,991	2,207	2,030
(iii) Other financial liabilities	22	-	-	8,447
(b) Provisions	23	64	201	207
(c) Deferred tax liabilities (Net)	24	-	-	-
Total non-current liabilities		**1,11,118**	**1,18,057**	**1,33,996**

G. D. APTE & CO. Chartered Accountants

ORIENT GREEN POWER COMPANY LTD. CHENNAI

ORIENT GREEN POWER COMPANY LIMITED
Restated Consolidated Financial Information
Restated Consolidated Statement of Assets and Liabilities as at March 31,2022
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	25	12,499	16,893	15,163
(ii) Lease liabilities	26	370	272	102
(iii) Trade Payables	27			
> Total outstanding dues of micro and small enterprises		-	-	-
> Total outstanding dues of creditors other than micro and small enterprises		1,872	2,103	2,758
(iv) Other financial liabilities	28	-	252	282
(b) Other current liabilities	29	252	275	302
(c) Provisions	30	20	62	53
Total current liabilities		**15,013**	**19,857**	**18,660**
Liabilities directly associated with assets held for sale	31	9,073	6,919	5,930
Total liabilities		**1,35,204**	**1,44,833**	**1,58,586**
Total equity and liabilities		**1,83,209**	**1,89,454**	**2,08,745**

See accompanying notes forming part of the restated consolidated financial statements

In terms of our report attached
For G.D. Apte & Co.
Chartered Accountants
Firm Registration Number 100 515W

G.D. APTE & CO. ★ Chartered Accountants ★

Umesh S. Abhyankar
Partner
Membership Number: 113 053
Place : Pune
Date : September 05,2022

For and on behalf of the Board of Directors

T. Shivaraman
Managing Director
DIN: 01312018

P. Krishna Kumar
Director
DIN: 01717373

J. Kotteswari
Chief Financial Officer
Place : Chennai
Date : September 05,2022

M. Kirithika
Company Secretary

ORIENT GREEN POWER COMPANY LTD. ★ CHENNAI

ORIENT GREEN POWER COMPANY LIMITED
Restated Consolidated Financial Information
Restated Consolidated statement of profit and loss for the year ended March 31, 2022
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

	Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
A	**CONTINUING OPERATIONS**				
1	Revenue from operations	32	31,063	25,475	32,319
2	Fixed Charges Reimbursement	33	-	200	4,578
3	Other Income	34	459	595	1,747
4	**Total income (1 +2+3)**		**31,522**	**26,270**	**38,644**
5	**Expenses**				
	(a) Cost of Maintenance	35	5,128	5,086	5,389
	(b) Employee benefits expense	36	1,116	1,190	1,265
	(c) Finance costs	37	12,161	13,816	15,344
	(d) Depreciation and amortisation expense	5	8,862	9,099	9,152
	(e) Other expenses	38	2,432	2,994	3,351
	Total expenses (5)		**29,699**	**32,185**	**34,501**
6	**Profit/(Loss) Before Exceptional items and Tax (4-5)**		**1,823**	**(5,915)**	**4,143**
7	**Exceptional items**	39	2,832	844	(438)
8	**Profit/(Loss) Before Tax (6-7)**		**4,655**	**(5,071)**	**3,705**
9	**Tax expense:**				
	(a) Current tax expense		-	-	-
	(b) Deferred tax expense		-	-	-
10	**Profit/(Loss) for the year from continuing operations (8-9) (after tax)**		**4,655**	**(5,071)**	**3,705**
B	**DISCONTINUED OPERATIONS**				
11	Profit/(Loss) from discontinued operations before tax	41	(1,077)	(630)	(1,717)
12	Less: Tax expense of discontinued operations		-	-	-
13	**Profit/(Loss) from discontinued operations (11-12) (after tax)**		**(1,077)**	**(630)**	**(1,717)**
14	**Profit/(Loss) for the year (10+13)**		**3,578**	**(5,701)**	**1,988**
15	**Other comprehensive income**				
A	(i) Items that will not be reclassified to profit or (loss)				
	-Remeasurements of the defined benefit plans		4	6	(1)
	(ii) Income tax relating to items that will not be reclassified to profit/(loss)		-	-	-
B	(i) Items that may be reclassified to profit or (loss)				
	-Deferred gains/(losses) on cash flow hedges		-	-	13
	- Recycled to statement of profit & (loss) on closure of hedging arrangements		-	22	-
	-Exchange differences in translating the financial statements of foreign operations		(100)	135	66
	(ii) Income tax relating to items that will be reclassified to profit/(loss)		-	-	-
	Total other comprehensive Income/(loss) (A+B)		**(96)**	**163**	**78**
16	**Total comprehensive Income/(loss) for the year (14+15)**		**3,482**	**(5,538)**	**2,066**

G. D. APTE & CO. ★ Chartered Accountants ★

ORIENT GREEN POWER COMPANY LTD. ★ CHENNAI

ORIENT GREEN POWER COMPANY LIMITED
Restated Consolidated Financial Information
Restated Consolidated statement of profit and loss for the year ended March 31, 2022
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

	Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
17	**Profit/(Loss) for the year attributable to:**				
	- Owners of the Company		3,498	(5,755)	2,308
	- Non-controlling Interests		80	54	(320)
			3,578	**(5,701)**	**1,988**
	Other comprehensive Income/(loss) for the year attributable to:				
	- Owners of the Company		(96)	163	78
	- Non-controlling Interests		-	-	-
			(96)	**163**	**78**
	Total comprehensive Income/(loss) for the year attributable to:				
	- Owners of the Company		3,402	(5,592)	2,386
	- Non-controlling Interests		80	54	(320)
			3,482	**(5,538)**	**2,066**
18	**Earnings per equity share of Rs. 10/- each**	47.a			
	(a) Continuing Operations				
	(i) Basic		0.58	(0.70)	0.50
	(ii) Diluted		0.58	(0.70)	0.50
	(b) Discontinued Operations				
	(i) Basic		(0.11)	(0.07)	(0.19)
	(ii) Diluted		(0.11)	(0.07)	(0.19)
	(c) Total EPS (Continuing & Discontinued)				
	(i) Basic		0.47	(0.77)	0.31
	(ii) Diluted		0.47	(0.77)	0.31

See accompanying notes forming part of the restated consolidated financial statements

In terms of our report attached
For G.D. Apte & Co.
Chartered Accountants
Firm Registration Number 100 515W

G. D. APTE & CO. ★ Chartered Accountants ★

Umesh S. Abhyankar
Partner
Membership Number: 113 053
Place : Pune
Date : September 05,2022

For and on behalf of the Board of Directors

T. Shivaraman
Managing Director
DIN: 01312018

P. Krishna Kumar
Director
DIN: 01717373

J. Kotteswari
Chief Financial Officer

M. Kirithika
Company Secretary

Place : Chennai
Date : September 05,2022

ORIENT GREEN POWER COMPANY LTD. ★ CHENNAI

ORIENT GREEN POWER COMPANY LIMITED
Restated Consolidated Financial Information
Restated Consolidated Statement of Changes in Equity for the year ended March 31, 2022
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

A. Equity Share Capital

Balance at the April 01, 2021	Changes in Equity share capital due to prior period errors	Restated balance as at April 01, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
75,072	-	75,072	-	75,072

Balance at the April 01, 2020	Changes in Equity share capital due to prior period errors	Restated balance as at April 01, 2020	Changes in equity share capital during the year	Balance as at March 31, 2021
75,072	-	75,072	-	75,072

Balance at the April 01, 2019	Changes in Equity share capital due to prior period errors	Restated balance as at April 01, 2019	Changes in equity share capital during the year	Balance as at March 31, 2020
75,072	-	75,072	-	75,072

B. Other Equity

Particulars	Reserves and Surplus			Other Comprehensive Income			Total	Non Controlling Interest	Total Equity
	Capital Reserve on Consolidation	Securities premium	Retained Earnings	Foreign currency translation reserve	Hedge Reserve	Re-measurement of defined benefit obligation			
Balance at 01 April, 2021	12,455	80,203	(1,22,910)	790	-	10	(29,452)	(999)	(30,451)
Changes in Equity share capital due to prior period errors	-	-	-	-	-	-	-	-	-
Restated balance as at April 01, 2021	12,455	80,203	(1,22,910)	790	-	10	(29,452)	(999)	(30,451)
Profit/(Loss) for the year	-	-	3,498	-	-	-	3,498	80	3,578
Other comprehensive income/(loss) for the year, net of income tax	-	-	-	(100)	-	4	(96)	-	(96)
On account of derecognition of subsidiary	-	-	(76)	-	-	-	(76)	(22)	(98)
Total comprehensive Income/(Loss) for the year	-	-	3,422	(100)	-	4	3,326	58	3,384
Balance at 31 March, 2022	12,455	80,203	(1,19,488)	690	-	14	(26,126)	(941)	(27,067)
Balance at 01 April, 2020	12,455	80,203	(1,17,155)	655	(22)	4	(23,860)	(1,053)	(24,913)
Changes in Equity share capital due to prior period errors	-	-	-	-	-	-	-	-	-
Restated balance as at April 01, 2020	12,455	80,203	(1,17,155)	655	(22)	4	(23,860)	(1,053)	(24,913)
Profit/(Loss) for the year	-	-	(5,755)	-	-	-	(5,755)	54	(5,701)
Other comprehensive income/(loss) for the year, net of income tax	-	-	-	135	22	6	163	-	163
Total comprehensive Income/(Loss) for the year	-	-	(5,755)	135	22	6	(5,592)	54	(5,538)
Balance at 31 March, 2021	12,455	80,203	(1,22,910)	790	-	10	(29,452)	(999)	(30,451)
Balance at 31 March, 2019	12,455	80,203	(1,18,707)	589	(35)	5	(25,491)	(733)	(26,224)
Profit/(Loss) for the year	-	-	2,308	-	-	-	2,308	(320)	1,988
Other comprehensive income/(loss) for the year, net of income tax	-	-	-	66	13	(1)	78	-	78
Total comprehensive Income/(Loss) for the year	-	-	2,308	66	13	(1)	2,386	(320)	2,066
On account of transition to Ind as 116- Leases	-	-	(759)	-	-	-	(759)	-	(759)
Derecognition of losses of M/s. Biobijlee Green Power Limited on account of disposal of entire holding (refer note- 41.3)	-	-	3	-	-	-	3	-	3
Balance at 31 March, 2020	12,455	80,203	(1,17,155)	655	(22)	4	(23,860)	(1,053)	(24,913)

See accompanying notes forming part of the restated consolidated financial statements

In terms of our report attached
For G.D. Apte & Co.
Chartered Accountants
Firm Registration Number 100 515W

G. D. APTE & CO. * Chartered Accountants *

Umesh S. Abhyankar
Partner
Membership Number: 113 053
Place : Pune
Date : September 05,2022

ORIENT GREEN POWER COMPANY LTD. * CHENNAI

For and on behalf of the Board of Directors

T. Shivaraman
Managing Director
DIN: 01312018

P. Krishna Kumar
Director
DIN: 01717373

J. Kotteswari
Chief Financial Officer
Place : Chennai
Date : September 05,2022

M. Kirithika
Company Secretary

ORIENT GREEN POWER COMPANY LIMITED
Restated Consolidated Financial Information
Restated Consolidated Statement of Cash Flows for the Year ended March 31, 2022
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

Particulars	For the Year Ended 31 March, 2022 (Audited)	For the Year Ended 31 March, 2021 (Audited)	For the Year Ended 31 March, 2020 (Audited)
A. Cash flows from operating activities			
Profit/(Loss) before tax	3,578	(5,701)	1,988
Adjustments for:			
Depreciation and amortisation expense	8,862	9,099	9,152
Capital work in progress written off	-	-	594
Differential tariff claim	(2,441)	-	-
Gain on modification of lease	(123)	-	-
(Profit)/loss on sale of Property, Plant and Equipment	(300)	(844)	-
Loss/(Gain) on derecognition of subsidiary	(50)	-	3
Liabilities no longer required written back	(63)	(47)	(1,576)
Impairment loss recognized on assets held for sale	621	15	1,139
Provision for doubtful loans/advances/trade receivables	783	1,550	1,773
Profit on sale of short term investments	(41)	-	-
(Profit)/loss on sale of assets held for sale (net)	-	-	(156)
Finance costs	12,161	14,397	15,344
Interest income	(25)	(61)	(51)
Effect of foreign exchange fluctuations (net)	78	(143)	11
Operating Profit/ (Loss) before working capital/other changes	**23,040**	**18,265**	**28,221**
Changes in working capital:			
Adjustments for (increase) / decrease in operating assets:			
Current			
Inventories	3	1	61
Trade receivables	(413)	(256)	(1,937)
Other financial assets	52	96	(3,497)
Other current assets	(462)	178	1,094
Assets held for sale	312	-	3,552
Non Current			
Other financial assets	(168)	(638)	(292)
Other non-current assets	94	1,006	1,223
Adjustments for increase / (decrease) in operating liabilities:			
Current			
Trade payables	(333)	(50)	(232)
Other financial liabilities	(250)	(34)	(104)
Provisions	(44)	(17)	1
Other Current Liabilities	5	465	(1,292)
Liabilities directly associated with assets held for sale	(1)	(91)	-
Non Current			
Other financial liabilities	440	-	(117)
Provisions	(142)	9	11
Cash generated from/(utilised for) operations	**22,133**	**18,934**	**26,692**
Income Taxes refund/(paid)	(35)	61	50
Net cash generated from/(utilized for) operating activities (A)	**22,098**	**18,995**	**26,742**
B. Cash flows from investing activities			
Acquistion of Property, Plant and Equipment/ intangible assets	(271)	(316)	(235)
Proceeds from disposal of Property, Plant and Equipment	2,132	1,430	248
(Increase)/Decrease in deposit with banks	(204)	(248)	(24)
(Investments) / proceeds from sale of investments (Net)	242	(199)	-
Loans (given to)/ repayment of loans from related parties (Net)	180	5,092	2,332
Interest received from			
- Inter company loans/others	-	11	193
- Bank Deposits	17	38	27
Net cash generated/ (utilized) from investing activities (B)	**2,096**	**5,808**	**2,541**
C. Cash flows from financing activities			
Payment of lease liabilities	(150)	(111)	(154)
Proceeds from long term borrowings - banks/others	2,660	-	-
Repayment of long-term borrowings banks/others	(15,419)	(12,655)	(14,323)
Proceeds from short term borrowings(net of repayment)	25	(339)	(20)
Interest Paid	(11,748)	(11,185)	(14,909)
Net cash flows generated/(utilized) from financing activities (C)	**(24,632)**	**(24,290)**	**(29,406)**
Net (decrease)/ increase in cash and cash equivalents (A+B+C)	**(438)**	**513**	**(123)**
Cash and cash equivalents at the beginning of the year	1,355	819	945
Exchange differences on translation of foreign currency cash and cash equivalents	15	23	(3)
Effects on derecognition of subsidiary	(103)	-	-
Cash and cash equivalents at the end of the year (Refer Note 14A)	**829**	**1,355**	**819**

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ORIENT GREEN POWER COMPANY LTD. CHENNAI

ORIENT GREEN POWER COMPANY LIMITED
Restated Consolidated Financial Information
Consolidated statement of cash flows for the year ended 31 March, 2022
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

Changes in liabilities arising from financing activities, both changes arising from cash flows and non-cash changes are given below

Particulars	As at 01 April, 2021	Net Cash Changes (Decrease)/Increase	Non-Cash Changes		As at 31 March, 2022
			Changes in Fair Values/Accruals	Other	
Non-Current Borrowings (inluding Current Maturities of Long Term Debt)	1,30,266	(12,759)	-	1,799	1,19,306
Current Borrowings	2,195	25	-	(26)	2,194
Interest accrued	81	(11,748)	12,161	(432)	62
Total	**1,32,542**	**(24,482)**	**12,161**	**1,341**	**1,21,562**

Particulars	As at 01 April, 2020	Net Cash Changes (Decrease)/Increase	Non-Cash Changes		As at 31 March, 2021
			Changes in Fair Values/Accruals	Other	
Non-Current Borrowings (inluding Current Maturities of Long Term Debt)	1,32,799	(12,655)	-	10,122	1,30,266
Current Borrowings	2,534	(339)	-	-	2,195
Interest accrued	11,589	(11,185)	13,233	(13,556)	81
Total	**1,46,922**	**(24,179)**	**13,233**	**(3,434)**	**1,32,542**

Particulars	As at 01 April, 2019	Net Cash Changes (Decrease)/Increase	Non-Cash Changes		As at 31 March, 2020
			Changes in Fair Values/Accruals	Other	
Non-Current Borrowings (inluding Current Maturities of Long Term Debt)	1,48,279	(14,323)	-	(1,157)	1,32,799
Current Borrowings	2,554	(20)	-	-	2,534
Interest accrued	11,524	(14,909)	14,974	-	11,589
Total	**1,62,357**	**(29,252)**	**14,974**	**(1,157)**	**1,46,922**

Notes:

1. The above Consolidated Cash Flow Statement has been prepared under the indirect method set out in Indian Accounting Standard (IND AS) -7, 'Statement of Cash Flow' as specified in the Companies (Indian Accounting Standards) Rules, 2015.
2. Direct Tax paid is treated as arising from operating activities and are not bifurcated between investment and financing activities.
3. All figures in brackets indicate outflow.

In terms of our report attached
For G.D. Apte & Co.
Chartered Accountants
Firm Registration Number 100 515W

G.D. APTE & CO. Chartered Accountants

Umesh S. Abhyankar
Partner
Membership Number: 113 053
Place : Pune
Date : September 05,2022

For and on behalf of the Board of Directors

T. Shivaraman
Managing Director
DIN: 01312018

P. Krishna Kumar
Director
DIN: 01717373

J. Kotteswari
Chief Financial Officer
Place : Chennai
Date : September 05,2022

M. Kirithika
Company Secretary

ORIENT GREEN POWER COMPANY LTD. CHENNAI

Notes Forming part of the Restated Consolidated Financial Information

1. Corporate Information

Orient Green Power Company Limited (OGPL) ("the Company"), its subsidiaries (together " the Group") and its associates are engaged in the business of generation and sale of power using renewable energy sources i.e., wind energy. The company is having its registered office at Fourth floor, Bascon Futura SV IT Park, No.10/1, 10/2, Venkatanarayana Road, T.Nagar, Chennai – 600017.

The Company's shares are listed on BSE Limited and National Stock Exchange of India Limited.

2. Recent Accounting pronouncements

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021 and are incorporated in preparation and presentation of these financial statements. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

a. Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.

b. Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.

c. Specified format for disclosure of shareholding of promoters.

d. Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.

e. If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.

f. Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

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Statement of Profit and Loss:

Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

Applicability of new and revised Ind AS

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparing these financial statements. There are no new standards or amendments notified by the Ministry of Corporate Affairs which would have been applicable from April 01, 2022.

3. Significant Accounting Policies

3.1 Statement of compliance

These consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time. The accounting policies as set out below have been applied consistently to all years presented in these consolidated financial statements.

3.2 Basis of preparation and presentation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. 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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Consolidated Financial Statements is determined on such a basis.

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;

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• 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

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The principal accounting policies are set out below:

3.3 Basis of Consolidation

Notes on these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the companies. Considering this purpose, the Company has disclosed only such Notes from the individual Financial Statements, which:

• are necessary for presenting a true and fair view of the Consolidated Financial Statements,

• the notes involving items, which are considered to be material.

This consolidated financial statements incorporate the financial statements of the Company, its subsidiaries and associate of the Company. Subsidiaries are entities controlled by the Company. Control is achieved when the Company:

• has power over the investee;

• is exposed, or has rights, to variable returns from its involvement with the investee; and

• has ability to use its power to affect its returns

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

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• the size of the Company's holding of voting rights relative to the size and dispersion of holding of the other vote holders;

• potential voting rights held by the Company, other vote holders or other parties, if any;

• rights arising from other contractual arrangements; and

• any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the shareholders of the company and to non-controlling interests. Total comprehensive income of subsidiaries is attributed to the shareholders of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances are presented to the extent possible, in the same manner as the Company's separate financial statements except otherwise stated.

The Consolidated Financial Statements have been prepared by combining the financial statements of the company and its subsidiaries on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating in full intra-group balances, intra-group transactions and unrealized profits. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Non-controlling interest represents the proportion of income, other comprehensive income and net assets in subsidiaries that is not attributable to the Company's shareholders. Considering the substance of the agreements entered into with the group captive customers, the profits/losses of the subsidiaries operating under group captive mode are absorbed by the Company.

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In case Group loses control of a subsidiary on its disposal, the difference between the proceeds from disposal of investments in a subsidiary and the carrying amount of its net assets as on the date of disposal is recognized in the Consolidated Statement of Profit and Loss.

3.4 Business Combination

Acquisitions of businesses are accounted for using the acquisition method. In this method, acquirer's identifiable assets, liabilities and contingent liabilities that meet condition for recognition are recognized at their fair values as at the acquisition date. Acquisition related costs are generally recognised in consolidated statement of profit and loss as incurred.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any noncontrolling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

Non Controlling Interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation is measured at the non controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Initially, Non controlling interest is measured at proportionate share of the recognised amounts of the acquiree's identifiable net assets.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in consolidated statement of profit and loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to consolidated statement of profit and loss where such treatment would be appropriate if that interest were disposed of.

3.5 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see note 3.4 above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units that is expected to benefit from the synergies of the combination.

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A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in consolidated statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of an associate is described in note 3.22 below.

3.6 Inventories

Raw materials and stores and spares are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average basis and includes all direct cost incurred in bringing such inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Due allowance is made to the carrying amount of inventory based on Management's assessment/ technical evaluation and past experience of the Group taking into account its age, usability, obsolescence, expected realisable value etc.

3.7 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturity of three months or less, which are subject to an insignificant risk of changes in value. In the Consolidated Statement of Cash Flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts, if any as they are considered as integral part of the Company's cash management.

3.8 Taxation

Income tax expense represents the sum of the current tax and deferred tax.

3.8.1 Current tax

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The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

3.8.2 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences associated with investment in subsidiaries and associate, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such interests are recognised only to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability would be settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realised.

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3.8.3 Current and deferred tax for the year

Current and deferred tax expense is recognised in the Consolidated Statement of Profit and Loss. When they relate to items that are recognised in other comprehensive income or directly in equity, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Deferred tax has not been recognised in these consolidated financial statements since Group is incurring losses and is no longer probable that sufficient taxable profits will be available in near future for the deferred tax asset to be utilised.

3.9 Property plant and equipment (PPE)

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises the purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable) and includes interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Subsequent expenditure relating to property, plant and equipment's is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Property, plant and equipment acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till the project is ready for its intended use.

Any part or components of property, plant and equipment which are separately identifiable and expected to have a useful life which is different from that of the main assets are capitalised separately, based on the technical assessment of the management.

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.

Property, plant and equipment 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.

Capital work in progress represents projects under which the property, plant and equipment's are not yet ready for their intended use and are carried at cost determined as aforesaid.

3.10 Depreciation

Depreciation on property, plant and equipment is provided pro-rata for the periods of use on the straightline method at the rates specified in Schedule II to the Companies

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Act, 2013 except in respect of certain assets mentioned below which are provided for at the rates based on the estimated useful lives of the assets, as determined by the Management.

Plant and Equipment in the nature of Electrical equipment including transmission facilities are depreciated over a period of 22 to 27 years considering the nature of the facilities and technical evaluation.

Individual assets costing less than Rs. 5,000 each are depreciated in the year of purchase considering the type and usage pattern of these assets.

Leasehold improvements are depreciated over the primary lease period.

Depreciation is accelerated on property, plant and equipment, based on their condition, usability, etc. as per the technical estimates of the Management, where necessary.

Buildings and Plant and Machinery on land/plant obtained on a lease arrangement are depreciated over the term of the arrangement.

3.11 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight line basis over the estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on prospective basis.

An Intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

3.12 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right of- use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and

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removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straightline method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right of- use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the remeasurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the rightof-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the remeasurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Company chose to present Right of use assets along with the property plant and equipment, as if they were owned.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head

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lease and the sublease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

Company as a lessee

Operating leases

For transition, the Company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The Company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the rightof-use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

3.13 Revenue recognition

Effective April 01, 2018, the Group adopted Ind AS 115, 'Revenue from Contracts with Customers'. Modified retrospective method is adopted during the implementation of the standard. Application of this standard does not have any impact on the revenue recognition and measurement.

Revenue from Operations- Sale of Power

The group derives revenue primarily from Sale of power.

Revenue from the sale of power is recognised on the basis of the number of units of power exported, in accordance with joint meter readings undertaken on a monthly basis by representatives of the State Electricity Board and the Group, at rates agreed upon with customers and when there is no uncertainty in realising the same. Transmission, System Operating and Wheeling/Other Charges payable to State Electricity Boards on sale of power is reduced from Revenue.

Revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue and are classified as contract assets.

The company accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the ratable allocation of the discounts/ incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount/ incentive.

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Other Operating Revenues

a. **Renewable Energy Certificate (REC) Income**

Income arising from REC is initially recognised in respect of the number of units of power exported at the minimum expected realisable value, determined based on the rates specified under the relevant regulations duly considering the entitlements as per the policy, industry specific developments, Management assessment etc and when there is no uncertainty in realising the same. The difference between the amount recognised initially and the amount realised on sale of such REC's at the Power Exchange are accounted for as and when such sale happens.

The issuance fee incurred for registering the RECs are reduced from the REC income.

b. **Others**

(i) Income in the form of Generation Based Incentives are accounted for in the year of generation for eligible Units when there is no uncertainty in receiving the same.

(ii) Income from services is recognized upon rendering services, in accordance with the terms of contract.

The Group presents revenues net of indirect taxes in its statement of Profit and loss.

Other Income

(i) Dividend from investments is recognised when the shareholder's right to receive payment is established and it is probable that the economic benefits will flow to the Group and the amount can be measured reliably.

(ii) Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective rate of interest applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(iii) Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

3.14 Employee Benefits

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

Defined contribution plans

The Group's contribution to State Governed provident fund scheme, Employee State Insurance scheme and Employee pension scheme are considered as defined contribution

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plans and expenses are recognized in the Consolidated Statement of Profit and Loss based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

The cost of the defined benefit plans and the present value of the defined benefit obligation are recognized based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The Group accrues for liability towards Gratuity which is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation as at the balance sheet date, using the Projected Unit Credit Method. Actuarial gains and losses are recognized in the Consolidated Statement of Other comprehensive income in the period in which they occur and are not deferred.

In accordance with Indian law, the company and its subsidiaries in India operate a scheme of gratuity which is a defined benefit plan. The gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days' salary payable for each completed year of service. Vesting occurs upon completion of five continuous years of service. The Company formed a trust for making the contributions. These contributions are classified as plan assets and the corpus is managed by the Life Insurance Corporation of India.

The plan assets are adjusted against the gratuity liability. Any excess of Plan assets over the liability is grouped under non-current/current assets respectively.

Short Term benefits

Short term employee benefits at the Balance Sheet date, including short term compensated absences, are recognized as an expense as per the Group's scheme based on expected obligations on an undiscounted basis.

Long term employee benefits

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

All gains/losses due to actuarial valuations are immediately recognized in the Consolidated Statement of profit and loss.

3.15 Government grants

Government grants, including non-monetary grants at fair value, are not recognised until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.

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Government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets and non-monetary grants are recognised and disclosed as 'deferred income' as noncurrent liability in the Consolidated Balance Sheet and recognized in the consolidated statement of profit and loss on a systematic and rational basis over the useful lives of the related assets.

3.16 Foreign Currencies

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Indian Rupees, which is the Company's functional currency and the Group's presentation currency.

In preparing the financial statements of each individual group entity, transactions in currencies other than the respective entities' functional currency (foreign currencies) are recognised 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 recognised in the consolidated statement of profit and loss in the year in which they arise except for:

a) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

   Assets and liabilities of entities with functional currency other than presentation currency are translated to the presentation currency (INR) using closing exchange rates prevailing on the last day of the reporting period. Income and expense items are translated using average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity as "Foreign currency translation reserve".

3.17 Borrowing Costs

Borrowing costs specifically identified to the acquisition or construction of qualifying assets are capitalized as part of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for the intended use. All other borrowing costs are charged to the consolidated statement of profit and loss.

Capitalisation of borrowing costs is suspended and charged to the consolidated statement of profit and loss during extended periods when active development activity on the qualifying assets is interrupted.

Interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Borrowing costs that are not directly attributable to a qualifying asset are

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recognised in the consolidated statement of profit and loss using the effective interest method (EIR).

3.18 Financial instruments

Financial assets and financial liabilities are recognised when the group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the consolidated statement of profit and loss.

3.19 Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability.

Hedges that meet the criteria for hedge accounting are accounted for, as described below:

i) Fair value hedges:

The change in the fair value of a hedging instrument is recognised in the consolidated statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the consolidated statement of profit and loss as finance costs. For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through consolidated statement of profit and loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

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If the hedged item is derecognised, the unamortised fair value is recognised immediately in the consolidated statement of profit and loss.

ii) **Cash flow hedges**

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised.

3.20 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

3.20.1 Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through consolidated statement of profit and loss on initial recognition):

• the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition) :

• the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Changes in the carrying amount of FVTOCI monetary financial assets relating to changes in foreign currency rates are recognised in consolidated statement of profit and loss. Other changes in the carrying amount of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in this reserve is reclassified to consolidated statement of profit and loss.

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All other financial assets are subsequently measured at fair value.

3.20.2 Amortised cost and Effective Interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in consolidated statement of profit and loss and is included in the "Other income" line item.

3.20.3 Investments in equity instruments at FVTOCI

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to consolidated statement of profit and loss on disposal of the investments.

A financial asset is held for trading if:

• It has been acquired principally for the purpose of selling it in the near term; or

• On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

• It is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income.

3.20.4 Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition. For financial instruments whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised.

In accordance with Ind AS 109 – Financial Instruments, the Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables wherein

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impairment loss allowance based on lifetime expected credit loss at each reporting date, is recognized right from its initial recognition.

3.20.5 Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the assets and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing of the proceeds received.

3.21 Financial Liabilities and Equity Instruments

3.21.1 Classifications debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3.21.2 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognized at the proceeds received, net of direct issue costs.

3.21.3 Financial liabilities

(i) Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method. Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method.

Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs.

(ii) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

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a. the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and

b. the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

(iii) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the consolidated statement of profit and loss.

3.21.4 Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset when the group has a legally enforceable right (not contingent on future events) to off-set the recognised amounts either to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

3.22 Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results, assets and liabilities of associates are incorporated in the Consolidated Financial Statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105. Under the equity method, an investment in an associate is initially recognised in the Consolidated Balance Sheet at cost and adjusted thereafter to recognize the Group's share of profit or loss and other comprehensive income of the associate. Distributions received from an associate reduces the carrying amount of investment. When the Group's share of losses of an associate exceeds the Group's interest in that associate, the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Loans advanced to Associate, that have the characteristics of equity financing are also included in the investment of the Group's Consolidated Balance Sheet. The Group's share of amounts recognized directly in equity by Associate is recognized in the Group's consolidated statement of changes in equity.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost

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of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

Unrealized gains on transactions between the group and Associates are eliminated to the extent of the Group's interest in Associates. Unrealized losses are also eliminated to the extent of Group's interest unless the transaction provides evidence of an impairment of the asset transferred.

After application of the equity method of accounting, the Group determines whether there is any objective evidence of impairment as a result of one or more events that occurred after initial recognition of the net investment in an associate and that event (or events) has an impact on the estimated future cashflows from the net investment that can be reliably estimated. If there exists such an objective evidence of impairment, then it is necessary to recognise impairment loss with respect to the Group's investment in associate.

When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with Ind AS 36 " Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less cost of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group assesses investments in equity accounted entities, whether there is any objective evidence of impairment, whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication of impairment exists, the carrying amount of the investment is compared with its recoverable amount, being the higher of its fair value less costs of disposal and value in use. If the carrying amount exceeds the recoverable amount, the investment is written down to its recoverable amount. Any reversal of that impairment loss is recognized in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method of accounting from the date on which it no longer has significant influence over the associate or when the interest becomes classified as an asset held for sale.

When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with Ind AS 109. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to consolidated statement of profit and loss on the disposal of the related assets or liabilities, the Group

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reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

When the group entity transacts with an associate of the Group, the profit and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

3.23 Earnings Per Share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Further, the Basic and Diluted earnings per share attributable to the equity shareholders of the Holding Company are presented separately for continuing and discontinuing operations for the year.

3.24 Impairment of Assets

At the end of each balance sheet date, the Group assesses whether there is any indication that any Property, plant and equipment and intangible assets with finite lives may be impaired. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

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 recognised immediately in consolidated statement of profit and loss.

3.25 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the

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present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the consolidated financial statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the consolidated financial statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

3.26 Non-Current assets held for sale

Non-current assets (including disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

Non-current assets classified as held for sale are measured at lower of their carrying amount and fair value less cost to sell. Non-current assets classified as held for sale are not depreciated or amortised from the date when they are classified as held for sale.

Non-current assets classified as held for sale and the assets and liabilities of a disposal group classified as held for sale are presented separately from the other assets and liabilities in the Balance Sheet.

A discontinued operation is a component of the entity that has been disposed off or is classified as held for sale and:

• represents a separate major line of business or geographical area of operations and;

• is part of a single co-ordinated plan to dispose of such a line of business or area of operations.

The results of discontinued operations are presented separately in the Consolidated Statement of Profit and Loss.

3.27 Operating Segment

Operating segments reflect the Group's management structure and the way the financial information is regularly reviewed by the Group's Chief Operating Decision Maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure.

Ind AS 108 operating segment requires Management to determine the reportable segments for the purpose of disclosure in financial statements based on the internal reporting reviewed by the CODM to assess performance and allocate resource. The standard also required Management to make judgments with respect to recognition of segments. Accordingly, the Group recognizes Generation of Power through Renewable Sources as its sole segment.

3.28 Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Notes to these consolidated financial

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statements. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

3.3.1 Principles of Consolidation (contd..)

The following are the list of direct and step down subsidiaries of the Company that are consolidated:

Sl.NO	Name of the Subsidiary	Principal Activity	Country of Incorporation	Relationship	Effective Ownership Interest as at		
					March 31, 2022	March 31, 2021	March 31, 2020
1	Beta Wind farm Private Limited	Generation and sale of power from Renewable energy sources	India	Subsidiary	74.00%	74.00%	74.00%
2	Beta Wind farm (Andhra Pradesh) Private Limited		India	Subsidiary of Beta Wind Farm Private Limited	Disposed during the year*	100.00%	100.00%
3	Bharath Wind Farm Limited		India	Subsidiary	100.00%	100.00%	100.00%
4	Clarion Wind Farm Private Limited		India	Subsidiary of Bharath Wind Farm Limited	72.35%	72.35%	72.35%
5	Gamma Green Power Private Limited		India	Subsidiary	72.50%	72.50%	72.50%
6	Orient Green Power Europe B.V.		Netherlands	Subsidiary	100.00%	100.00%	100.00%
7	Vjetro Elektrana Crno Brdo d.o.o.,		Croatia	Subsidiary of Orient Green Power (Europe) B.V.	50.96%	50.96%	50.96%
8	Orient Green Power d.o.o.		Macedonia		64.00%	64.00%	64.00%
9	Biobijlee Green Power Limited		India	Subsidiary	NA	NA	Disposed during the year
9	Orient Green Power (Maharashtra) Private Limited		India	Subsidiary	100.00%	100.00%	100.00%
10	Statt Orient Energy (Private) Limited		Sri Lanka	Subsidiary	Disposed during the year	90.00%	90.00%
11	Amrit Environmental Technologies Private Limited		India	Subsidiary	74.00%	74.00%	74.00%

*Refer note- 44- related party transactions

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The following are the list of associates of the Company that are consolidated:

Sl.NO	Name of the Company	Principal Activity	Country of Incorporation	Relationship	Effective Ownership/ Beneficial Interest as at		
					March 31, 2022	March 31, 2021	March 31, 2020
1	Pallavi Power and Mines Limited (Also refer note-50b)	Generation and sale of power from Renewable energy sources	India	Associate	38.87%	38.87%	38.87%

4. Critical accounting assumptions

The preparation of Consolidated Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenue and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Consolidated Financial Statements pertain to:

4.1 Useful lives of property, plant and equipment and intangible assets

The Group has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Group reviews the carrying amount of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Depreciation on property, plant and equipment is provided pro-rata for the periods of use on the straight line method (SLM) on the basis of useful life of the property, plant and equipment mandated by Part C of Schedule II of the Companies Act, 2013 or the useful life determined by the Group based on technical evaluation, whichever is lower, taking into

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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:

Description	Useful life
Property, Plant and Equipment- Wind energy generators	22 – 27 years
Furniture and Fixtures	10 years
Vehicles	10 years
Office Equipment	5 years
Computers	3 years
Intangible assets - Software	3 years

4.2 Impairment of tangible and intangible assets other than goodwill

Property, plant and equipment and intangible assets are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

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.

At each Balance Sheet date, consideration is given to determine whether there is any indication of impairment of the carrying amount of the Group'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 recognized whenever the carrying amount of an asset exceeds the recoverable amount.

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

4.3 Provision against investments / Loans and Advances to Associate

The management taking into account the present operations of the Company proposed restructuring, future business prospects etc. makes provision towards impairment on the carrying value of investments in the Associate and loans and advance given to them.

4.4 Application of interpretation for Service Concession Arrangements (SCA)

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Management has assessed applicability of Appendix A of Indian Accounting Standards 11: Service Concession Arrangements for the power purchase agreement which the Group has entered into. In assessing the applicability of SCA, the management has exercised significant judgement in relation to the underlying ownership of the assets, the attached risks and rewards of ownership, residual interest and the fact that secondary lease periods are not at nominal lease rentals etc. in concluding that the arrangements don't meet the criteria for recognition as service concession arrangements.

4.5 Determining whether an arrangement contain leases and classification of leases

The Group enters into service / hiring arrangements for various assets / services. The determination of lease and classification of the service / hiring arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

4.6 Employee Benefits - Defined benefit obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

4.7 Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed if material.

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ORIENT GREEN POWER COMPANY LIMITED
Restated Consolidated Financial Information
Notes to the Restated Consolidated Financial Information
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)
Note 5: Property, Plant and Equipment and Intangible Assets

Particulars	Tangible Assets										Intangible Assets		
	Owned							Right of Use Assets		Total Property, plant and equipment (5a)			
	Land - Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office equipments	Computers	Lease hold Land	Buildings		Software	Technical knowhow	Total Intangible Assets (5b)
Gross Carrying Amount as at 01 April, 2019	17,495	44	2,06,661	59	25	24	44	-	-	2,24,352	5	942	947
Additions on account of adoption to Ind AS 116, leases	-	-	-	-	-	-	-	5,434	130	5,614	-	-	-
Other additions	17	-	-	-	-	1	10	207	-	235	10	-	10
Add: Effect of foreign currency translation from functional currency to reporting currency	-	-	352	-	-	-	-	-	-	352	-	22	22
Less: Assets included in a disposal group classified as held for sale	(10)	-	(285)	-	-	-	-	-	-	(295)	-	-	-
Less:Disposals/transfers	(24)	-	-	-	-	-	-	-	-	(24)	-	-	-
Gross Carrying Amount as at 31 March, 2020	17,478	44	2,06,728	59	25	25	54	5,691	130	2,30,234	15	964	979
Additions	-	-	-	-	1	1	2	135	177	316	-	-	-
Add: Effect of foreign currency translation from functional currency to reporting currency	-	-	507	-	-	-	-	-	-	507	-	50	50
Less: Assets included in a disposal group classified as held for sale	(321)	-	-	-	-	-	-	-	-	(321)	-	-	-
Less:Disposals/transfers	(452)	-	-	(36)	-	-	(5)	-	-	(503)	-	-	-
Gross Carrying Amount as at 31 March, 2021	16,695	44	2,07,235	23	26	26	51	5,826	307	2,30,233	15	1,014	1,029
Additions	92	-	7	7	1	10	4	150	-	271	-	-	-
Less: Other adjustments (Refer note- 45.b)	-	-	-	-	-	-	-	212	-	212	-	-	-
Add/less: Effect of foreign currency translation from functional currency	-	-	139	-	-	-	-	-	-	139	-	9	9
Less: Assets included in a disposal group classified as held for sale	587	-	2,286	-	-	-	-	-	-	2,873	-	-	-
Less:Disposals/transfers	27	-	-	-	-	-	-	-	-	27	-	-	-
Gross Carrying Amount as at 31 March, 2022	16,173	44	2,04,817	30	27	36	55	5,764	307	2,27,253	15	1,023	1,038
Accumulated Depreciation/ Amortization													
Balance as at 01 April, 2019	-	7	49,698	58	12	21	25	-	-	49,821	5	520	525
Depreciation/ Amortisation charge during the year	-	2	8,637	-	3	2	12	275	82	9,013	1	138	139
Less: Assets included in a disposal group classified as held for sale	-	-	(255)	-	-	-	-	-	-	(256)	-	-	-
Add: Effect of foreign currency translation from functional currency to reporting currency	-	-	149	-	-	-	-	-	-	149	-	12	12
Balance as at 31 March, 2020	-	9	58,228	58	15	23	37	275	82	58,727	6	670	676
Depreciation/ Amortisation charge during the year	-	2	8,600	-	2	1	11	231	51	8,948	3	148	151
Less: Disposals/Transfers	-	-	-	36	-	-	3	-	-	39	-	-	-
Add: Effect of foreign currency translation from functional currency to reporting currency	-	-	171	-	-	-	-	-	-	171	-	35	35
Balance as at 31 March,2021	-	11	66,999	22	17	24	45	556	133	67,807	9	853	862
Depreciation/ Amortisation charge during the year	-	2	8,385	-	2	3	8	289	20	8,709	3	150	153
Less: Disposals/Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: Assets included in a disposal group classified as held for sale	-	-	2,169	-	-	-	-	-	-	2,169	-	-	-
Add/less: Effect of foreign currency translation from functional currency to reporting currency	-	-	54	-	-	-	-	-	-	54	-	8	8
Balance as at 31 March,2022	-	13	73,161	22	19	27	53	845	153	74,293	12	1,011	1,023
Net Carrying Amount as at 31 March, 2020	17,478	35	1,48,500	1	10	2	17	5,416	48	1,71,507	9	294	303
Net Carrying Amount as at 31 March, 2021	16,695	33	1,40,236	1	9	2	6	5,270	174	1,62,426	6	161	167
Net Carrying Amount as at 31 March, 2022	16,173	31	1,31,656	8	8	9	2	4,919	154	1,52,960	3	12	15

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Notes

5.1 All the above assets, other than the right of use assets are owned by the Company.

5.2 Depreciation, Amortisation and Impairment for the year comprises of the following:

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Depreciation / Amortization on			
(i) Continuing Operations			
- Property, Plant and Equipment	8,400	8,616	8,656
- Right of Use Assets	309	332	357
- Intangible Assets	153	151	139
Total	8,862	9,099	9,152

5.3 The Group during the previous year tested the Property, Plant & Equipment and assets other than financial instruments pertaining to one of the subsidiaries viz. Beta Wind Farm Pvt. Ltd. for impairment. Such testing performed on an annual basis did not reveal any impairment losses.

5.4 During the year 2019-20, the group tested the Property, Plant and Equipment for impairment. Such testing conducted by an independent technical expert and approved by the management did not result in any material impairment losses.

5.5 Also, refer Note 48.a subsequent events.

5.6. During the year 2019-20, based on technical assessment on the useful life of wind mils through an independent valuer, the useful life of certain windmills has been revised from 22 years to 27 years.

5.7 There are no proceedings initiated or pending against the company for holding any benami property held under the Prohibition of Benami Property Transactions Act, 1988

5.8 There are no revaluations to the PPE/intangible assets of the company during the year/previous years.

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Note 6 : Non current investments

Particulars	As at 31 March, 2022		As at 31 March, 2021		As at 31 March, 2020	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Measured at Cost						
Unquoted investments (fully paid)						
Investment in equity instruments of Associate	7,20,000	724	7,20,000	724	7,20,000	724
Less: Impairment in value of Investments		(724)		(724)		(724)
Total	7,20,000	-	7,20,000	-	7,20,000	-

Notes:
6.1 Investment in Associates - Unquoted

No	Name of Associate	Country of Incorporation	Ownership Interest	Original cost of Investments	Amount of Goodwill/ (Capital Reserve) in Original cost	Carrying amount of Investments	Provision for impairment	Closing balance
1	Pallavi Power Mines Limited (Refer Note 3.3.1 & note on subsequent events 49.b)	India	38.87%	724	-	724	(724)	-

Note 7 : Loans Non current

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Loans Receivables considered good - Secured	-	-	-
(b) Loans Receivables considered good - Unsecured	-	389	5,366
(c) Loans Receivables which have significant increase in Credit Risk	-	-	-
(d) Loans Receivables - credit impaired	6,603	6,550	6,607
Less: Impairment Allowance	(6,603)	(6,550)	(6,607)
Total	-	389	5,366

Note

7.1 : Considering the uncertainty involved in realizing the interest on a loan of Rs.389 lakhs outstanding as at 31 March 2021 (as at 31 March, 2020 Rs. 5,366 lakhs) granted to M/s. Janati Bio Power Private Limited, the group discontinued recognizing interest income on the said loan with effect from October 01, 2018. In Management's contention, no provision for credit loss on this loan is required in view of the comfort letter given by M/s. SVL Limited assuring the repayment.

7.2: No loans or advances which are in the nature of loans have been granted by company to directors and KMPs (as defined under the Companies Act, 2013) either severally or jointly with any other person.

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Note 8 : Other Financial Assets - Non current

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Security Deposits	176	157	203
(b) Derivative instruments carried at fair value	-	-	214
(c) Interest Receivable on Loan to Related Parties	-	-	125
Total	176	157	542

Note 9 : Non current Tax Assets

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Advance Income Tax (Net of Provisions)	372	340	397
Total	372	340	397

Note 10 : Other Non Current Assets

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Capital Advances (Refer Note 10.1)	6,511	6,511	6,511
Less: Allowance for credit losses	(2,256)	(781)	(391)
Net Advances	4,255	5,730	6,120
(b) Others	315	679	1,644
Total	4,570	6,409	7,764

Note:

10.1. Considering the regulatory developments in Andhra Pradesh during the year FY 2019-20, the group (through M/s. Beta Wind Farm Private Limited, one of the subsidiaries) could not proceed with Phase III power project. However, the Group is confident of recovering substantial portion of capital advances given in this regard. Considering the above facts and the comfort letter issued by SVL Ltd guaranteeing repayment, in case of non-recovery, no provision is required for the capital advance amounting to Rs. 6,511 lakhs. Nevertheless, for the delay in recovering the said advances, the Group made provision of Rs. 2,256 lakhs for expected credit losses till March 31, 2022.

Note 11 : Inventories (At lower of cost and net realizable value)

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Stores & Spares	147	183	182
(b) Consumables	15	8	10
Total	162	191	192

Notes :

11.1 Cost of Inventories consumed

Particulars	Continuing Operations For the year ended			Discontinued Operations For the year ended		
	31-Mar-22	31-Mar-21	31-Mar-20	31-Mar-22	31-Mar-21	31-Mar-20
Cost of Stores, Spares and consumables	374	286	599	-	-	-

11.2 Mode of valuation of Inventories has been stated in Note 3.d.

Note 12 : Current Investments

Particulars	As at 31 March, 2022		As at 31 March, 2021		As at 31 March, 2020	
	Units/ Shares	Amount	Units/ Shares	Amount	Units/ Shares	Amount
Measured at Fair value through Profit and loss - Investment in Mutual funds						
UTI Money Market Fund - Direct Growth Plan	-	-	8,387	201	-	-
Total	-	-	8,387	201	-	-

Note 13 : Trade Receivables (Current)

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Trade Receivables considered good - Secured	-	-	-
(b) Trade Receivables considered good - Unsecured	16,097	10,334	10,738
(c) Trade Receivables which have significant increase in Credit Risk	-	-	-
(d) Trade Receivables - credit impaired	994	1,891	1,034
Less: Allowances for credit losses	(994)	(1,891)	(1,034)
Total	16,097	10,334	10,738

Note:

13.1. The average credit period for trade receivables is 30 days.

13.2. Ageing of receivables -2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months-1year	1-2 years	2-3 years	more than 3 years	
> Undisputed trade receivables – considered good	4,653	1,448	3,423	194	243	546	10,507
> Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
> Undisputed trade receivables – credit impaired							
> Disputed trade receivables – considered good	-	212	1,208	1,388	1,501	1,856	6,165
> Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
> Disputed trade receivables – credit impaired	-	-	-	-	55	364	419
	4,653	1,660	4,631	1,582	1,799	2,766	17,091
Less: Allowance for doubtful trade receivables - billed							(994)
Trade Receivables (Net)							16,097
Trade receivables - unbilled (Classified under Other financial assets current, Note 15)							435
Total							16,532

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13.2. Ageing of receivables -2021

Particulars	Outstanding for following periods from due date						Total
	Not due	Less than 6 months	6 months-1year	1-2 years	2-3 years	more than 3 years	
> Undisputed trade receivables – considered good	3,829	537	592	822	599	681	7,060
> Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
> Undisputed trade receivables – credit impaired	-	-	-		-	111	111
> Disputed trade receivables – considered good	-	346	1,113	1,488	403	351	3,701
> Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
> Disputed trade receivables – credit impaired	-	-	-	170	434	749	1,353
	3,829	883	1,705	2,480	1,436	1,892	12,225
Less: Allowance for doubtful trade receivables - billed							(1,891)
Trade Receivables (Net)							10,334
Trade receivables - unbilled (Classified under Other financial assets current, Note 15)							445
Total							10,779

13.2. Ageing of receivables -2020

Particulars	Outstanding for following periods from due date						Total
	Not due	Less than 6 months	6 months-1year	1-2 years	2-3 years	more than 3 years	
> Undisputed trade receivables – considered good	3,287	3,354	75	716	-	135	7,567
> Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
> Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
> Disputed trade receivables - considered good	-	840	803	862	237	496	3,238
> Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
> Disputed trade receivables – credit impaired	-	-	-	101	393	429	923
	3,287	4,194	878	1,679	630	1,060	11,728
Less: Allowance for doubtful trade receivables - billed							(1,034)
Trade Receivables (Net)							10,694
Trade receivables - unbilled (Classified under Other financial assets current, Note 15)							415
Total							11,109

13.3. Movement in the allowance for receivables

Particulars	2021-22	2020-21	2019-20
Balance at beginning of the year	(1,891)	(1,034)	(588)
Provision made during the year	(187)	(857)	(446)
Other adjustments	1,084	-	-
Balance at end of the year	(994)	(1,891)	(1,034)

13.4. Major customers, being government undertakings and private companies having highest credit ratings, carry negligible credit risk. Concentration of credit risk to any private counterparty is periodically reviewed by the management.

13.5 There are no debts due from the directors or other officers of the Company or any of them either severally or jointly with any other person or debts due from firms including Limited Liability Partnerships (LLPs), private companies, respectively, in which any director or other officer is a partner or a director or a member.

13.6 In the year 2012, APERC determined the interim tariff of Rs.1.69 per unit for the wind projects that completed 10 years of commercial operations. Upon representations from the industry, the final tariff for the said projects was fixed at Rs.3.37 per unit. However, AP Discom (the customer) denied the revised tariff claim made by one of the subsidiary company M/s. Bharath Wind Farm Limited(BWFL). The Andhra Pradesh Electricity Regulatory Commission (APERC) in the year 2019, confirmed the applicability of the rate of Rs 3.37 per unit. The APERC in its order dated September 22, 2021 directed AP Discom to pay the dues in six equal monthly instalments and the first instalment has been received in October 2021. AP Discom has challenged the aforesaid order before Appellate Tribunal for Electricity (APTEL) and the same is pending. However, considering the merits of the case, the management believes that a reasonable certainty exists for recovery of the claim and accordingly the income towards the differential claim of Rs. 2,441 lakhs has been recognized under exceptional items during the year. Out of the same, the group recovered Rs 1,068 lakhs till the balance sheet date and remaining are classified as receivables above.

Note 14 A : Cash and cash equivalents

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
Cash and Bank Balances			
(a) Cash on hand	-	-	1
(b) Balances with banks			
(i) In current accounts	248	272	205
(ii) In foreign currency accounts	581	1,083	613
Total	829	1,355	819

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Note 14 B : Bank Balances other than 14A above

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
Other Bank Balances			
(i) In deposit accounts	-	-	-
(ii) In earmarked accounts	463	258	10
Total	463	258	10
Total (A+B)	1,292	1,613	823

Note 15 : Other Financial Assets (Current)

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Security Deposits			
- Unsecured and considered good	667	348	348
(b) REC Receivable (refer note 15.1 below)	2436	2,158	2,385
Less: Allowances for credit losses	(373)	(241)	(126)
Net Receivable	2,063	1,917	2,259
(c) Receivables from transfer of undertaking/ investments (Refer Note- 15.4)	-	-	3,611
(d) Derivative instrument carried at fair value	-	-	133
(c) Other Receivables (Refer Note - 15.2 & 15.3 below)	1	225	126
(d) GBI Income Receivable	219	200	262
(e) Unbilled Revenue	435	445	415
Total	3,385	3,135	7,154

Note:

15.1. Considering the stay granted by the Supreme Court of India on the order issued by Central Electricity Regulatory Commission ('CERC') on reduction of floor price, and based on the legal opinion obtained, the Group is confident of favourable decision on the appeal with Hon'ble Supreme Court against the APTEL (Appellate Tribunal for Electricity at New Delhi) order and realization of difference of Rs. 500/ REC aggregating to Rs. 2,021 lakhs in respect of the receivables as on 31st March 2017.

The Central Energy Regulatory Commission (CERC) in its order dated June 17, 2020 determining forbearance and floor price for the Renewable Energy Certificates(RECs), revised the floor price and forbearance prices of Non Solar RECs as Nil and Rs.1,000/- respectively. Considering the same, the group conservatively accrued the RECs at Rs 1/certificate and the differential would be recognized as revenue upon sales of REC for previous year. However the said CERC order was set aside by Appellate Tribunal for Electricity (APTEL) during the year. Consequently the trading of RECs resumed with a floor price of Rs.1,000/REC. Accordingly, the group realized revenue of Rs.4,805 lakhs during the year.

15.2 During the previous year, the company received Eur 135,000 as repayment of loan from one of its subsidiaries Orient Green Power (Europe) B.V. However the funds were credited to the Company's account subsequent to balance sheet date since regulatory clearance was awaited. Accordingly, its equivalent Indian rupee amount is classified as other receivables as at balance sheet date.

15.3 During the previous year, one of the subsidiaries M/s. Beta wind farm private limited (Beta) availed a term loan of Rs. 9,526 Lakhs and the entire proceeds were utilized to repay of the External Commercial Borrowings (ECB) of USD 130 Lakh. Subsequent to closure of loan, the underlying hedge contract is terminated and net settlements are made. Other receivables includes Rs. 108 lakhs, where funds are received in April 2021.

15.4 The Board of Directors approved the sale of one Biomass power undertaking located at Sookri Village Narasinghpur District, Madhya Pradesh and investments in its subsidiary Biobijlee Green Power Limited to its promoter company M/s. SVL Ltd. and/or its subsidiaries/ associates. During the year ended March 31, 2018, the shareholders of the Company approved the said disinvestment.

The transfer of biomass power undertaking located at Sookri village, Narasinghpur district, Madhya Pradesh under a slumpsale as a going concern has been completed during the previous year. The loan obligations with State Bank of India aggregating to Rs.1,399 lakhs is settled under a settlement scheme at Rs.1,000 lakhs. This resulted in gain of Rs.399 lakhs during the year 19-20.

Note 16 : Other Current Assets

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Prepaid Expenses	314	513	624
(b) Advance for Expenses	741	13	29
(c) Balance with GST & other state authorities	130	252	193
(d) Others	20	11	10
Total	1,205	789	856

Note 17 : Assets classified as held for sale

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Land	461	298	298
(b) Building	304	304	304
(c) Plant & Equipment	1,436	1,363	1,363
(d) Other Assets	3,026	3,001	2,780
Less: Provision made considering the realizable value	(3,530)	(2,941)	(2,926)
Total	1,697	2,025	1,819

Note:

17.1 The Group intends to dispose land acquired for development of Energy plantation. Considering the market value, impairment has been recognized as and when the situation warrants. Accordingly, an impairment of Rs.60 lakhs (previous year - Rs. 15 lakhs) has been recognized during the year. The Group is in negotiation with some potential buyers and expects that the fair value less costs to sell the land will be higher than the net carrying value.

17.2 Refer note 42 on discontinued operations

17.3 One of the Company's subsidiaries viz. Amrit Environmental Technologies Private Limited has been shut down. During the financial year 2015-16, the Board of Directors of the respective subsidiaries decided to sell the assets and wind down the business. Accordingly, fair value has been calculated and impairment loss has been recognized in the books for the difference between fair value and the carrying value. The Management expects that the net carrying value would be higher than the fair value less costs to sell. During the year ended March 31, 2019, the group disposed 26% of shares in this subsidiary. Also refer note 41.1 on discontinued operations.

17.4 During the year, the group identified certain vacant land parcels and classified them as assets held for sale. Out of the same certain land parcels were disposed and the resultant profit of Rs.300 lakhs is disclosed as an exceptional item. The unsold land parcels are recognized at lower of book or net realizable value resulting in an impairment of Rs. 32 lakhs during the year.
During the previous year, the group disposed off windmills (capacity of 4.5MW), certain land parcels and certain other assets resulting profit of Rs.844 lakhs is disclosed as an exceptional item.

17.5 The liabilities directly associated with assets held for sale have been identified by the management under Note 31.

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Note 18 : Share Capital

Particulars	As at 31 March, 2022		As at 31 March, 2021		As at 31 March, 2020	
	Number of Shares	Amount Rs. In Lakhs	Number of Shares	Amount Rs. In Lakhs	Number of Shares	Amount Rs. In Lakhs
(a) Authorised Equity shares of Rs. 10 each with voting rights	80,00,00,000	80,000	80,00,00,000	80,000	80,00,00,000	80,000
(b) Issued Equity shares of Rs. 10 each with voting rights	75,07,23,977	75,072	75,07,23,977	75,072	75,07,23,977	75,072
(c) Subscribed and fully paid up Equity shares of Rs.10 each with voting rights	75,07,23,977	75,072	75,07,23,977	75,072	75,07,23,977	75,072
Total	**75,07,23,977**	**75,072**	**75,07,23,977**	**75,072**	**75,07,23,977**	**75,072**

Note:

18.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2022			
- Number of shares	75,07,23,977	-	75,07,23,977
- Amount (Rs. In lakhs)	75,072	-	75,072
Year ended 31 March, 2021			
- Number of shares	75,07,23,977	-	75,07,23,977
- Amount (Rs. In lakhs)	75,072	-	75,072
Year ended 31 March, 2020			
- Number of shares	75,07,23,977	-	75,07,23,977
- Amount (Rs. In lakhs)	75,072	-	75,072

18.2 Terms and Rights attached to equity shares

i. The company has only one class of equity shares having a par value of Rs.10 each. Each shareholder of equity shares is entitled to one vote per share.

ii. In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to shareholding.

18.3 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2022		As at 31 March, 2021		As at 31 March, 2020	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights (a) Janati Bio Power Private Limited (Refer note-18.6 below)	25,88,08,809	34.47%	36,54,11,114	48.67%	36,54,11,114	48.67%

18.4 Disclosure of shareholding of promoters

Disclosure of shareholding of promoters as at March 31, 2022

Particulars	Shares held by promoters				% change during the year
	As at March 31, 2022		As at March 31, 2021		
	No. of shares	% of total shares	No. of shares	% of total shares	
Janati Bio Power Private Limited	25,88,08,809	34.4746%	36,54,11,114	48.6745%	-14.20%
Nivedana Power Private Limited	5,000	0.0007%	5,000	0.0007%	0.00%
Syandana Energy Private Limited	5,000	0.0007%	5,000	0.0007%	0.00%
SVL Limited	5,000	0.0007%	5,000	0.0007%	0.00%
SEPC Limited	3,86,526	0.0515%	3,86,526	0.0515%	0.00%
Total	**25,92,10,335**	**34.5282%**	**36,58,12,640**	**48.7281%**	**-14.20%**

Disclosure of shareholding of promoters as at March 31, 2021

Particulars	Shares held by promoters				% change during the year
	As at March 31, 2021		As at March 31, 2020		
	No. of shares	% of total shares	No. of shares	% of total shares	
Janati Bio Power Private Limited	36,54,11,114	48.6745%	36,54,11,114	48.6745%	0.0%
Nivedana Power Private Limited	5,000	0.0007%	5,000	0.0007%	0.0%
Syandana Energy Private Limited	5,000	0.0007%	5,000	0.0007%	0.0%
SVL Limited	5,000	0.0007%	5,000	0.0007%	0.0%
SEPC Limited	3,86,526	0.0515%	3,86,526	0.0515%	0.0%
Total	36,58,12,640	48.7281%	36,58,12,640	48.7281%	0.0%

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Disclosure of shareholding of promoters as at March 31, 2020 (Refer note- 18.8 below)

Particulars	Shares held by promoters				% change during the year
	As at March 31, 2020		As at March 31, 2019		
	No. of shares	% of total shares	No. of shares	% of total shares	
Janati Bio Power Private Limited	36,54,11,114	48.6745%	3,43,40,659	4.5743%	44.1%
Nivedana Power Private Limited	5,000	0.0007%	3,43,40,659	4.5743%	-4.6%
Syandana Energy Private Limited	5,000	0.0007%	3,43,40,659	4.5743%	-4.6%
SVL Limited	5,000	0.0007%	26,24,04,137	34.9535%	-35.0%
SEPC Limited	3,86,526	0.0515%	3,86,526	0.0515%	0.0%
Total	36,58,12,640	48.7280%	36,58,12,640	48.7280%	0.0%

18.4 Aggregate Number and Class of Shares- allotted as Fully paid up Bonus shares (or) issued for consideration other than cash (or) shares bought back for the Period of 5 Years Immediately Preceding the Balance Sheet Date - Nil.

18.5 Shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment, including the terms and amounts - Nil.

18.6 During the year, M/s. Janati Bio Power Private Limited (Janati), promoter company informed the Stock Exchanges under relevant regulations that out of the shares of the holding company pledged by them 86,800,000 Equity Shares were invoked by the lenders against security given by Janati. In addition, 19,802,305 equity Shares of the Holding Company have been offloaded and sold in the open market by Janati. These transactions resulted in reduction of Janati's holding in the holding company from 48.67% to 34.47% during the year.

18.7 In April 2022, the company increased the share capital from Rs.8,000,000,000 (divided into 800,000,000 equity shares of Rs.10 each) to Rs. 16,000,000,000 consisting Rs. 13,000,000,000 (divided into 1,300,000,000 equity shares of Rs. 10 each) and Rs.3,000,000,000 (divided into 300,000,000 preference shares of Rs. 10 each).

18.8 In November 2019, M/s. Janati Bio power private Limited, one of the promoter company acquired 331,070,455 equity shares of the company from other promoter companies namely, SVL Limited, Nivedanda Power Private Limited and Syandana Energy Private Limited. The acquisition has been made as inter-se transfer through an internal arrangement through off-market transactions among the promoter companies. M/s. Janati Bio Power Private Limited informed the stock exchanges as required under regulation 10(5) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

18.9 During the year 2019-20, the Board of directors of the company proposed a scheme of arrangement which include reduction of equity share capital.The Board of Directors of the Company , at their meeting held on January 30, 2020, gave in- principle approval for a scheme of arrangement for wherein equity share capital, securities premium account and provision for doubtful assets shall be reduced by Rs.37,536.20 lakhs, Rs. 46,952.10 lakhs and Rs.18,168.43 lakhs to create a Business Reconstruction Reserve (BRR). The BRR shall be utilized towards adjustment of identified cash business losses of Rs.61,474.70 lakhs(incurred till March 31, 2017), writing off doubtful assets of Rs.18,168.43 lakhs. The remaining balance in BRR shall be utilized towards adjustment against impairment of assets/investments/ intangibles/advances in the books of account of the company for the forthcoming two financial years from the date of scheme becoming effective. Upon completion of two years from the effective date of scheme, any amount standing to the credit of BRR shall be transferred to Securities premium account. The draft scheme shall be subject to approval from shareholders and regulatory authorities. Subsequent to the scheme becoming effective, the par value of the equity share will be Rs.5. (Also, refer Note 52)

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Note 19 : Other Equity

(i) Reserves and Surplus

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Capital Reserve on Consolidation			
Opening balance	12,455	12,455	12,455
Less : Reduction on account of disposal of subsidiaries	-	-	-
Closing balance	12,455	12,455	12,455
(b) Securities premium account			
Opening balance	80,203	80,203	80,203
Add : Premium on issue of shares	-	-	-
Closing balance	80,203	80,203	80,203
(c) Surplus / (Deficit) in Statement of Profit and Loss			
Opening balance	(1,22,910)	(1,17,155)	(1,18,707)
Add: Profit/(Loss) for the year	3,498	(5,755)	2,308
Less: on account of transition to IND AS 116, Leases	-	-	(759)
Less: Impact of derecognition of subsidiaries consequent to loss of control	(76)	-	3
Closing balance	(1,19,488)	(1,22,910)	(1,17,155)
Total (A)	(26,830)	(30,252)	(24,497)

(ii) Other Components of Equity

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
Other Comprehensive Income			
(a) Remeasurement of net defined benefit liability/asset			
Opening Balance	10	4	5
Add: Additions during the year	4	6	-
Less: Reductions during the year	-	-	(1)
Closing Balance	14	10	4
(b) Foreign Currency Reserve account			
Opening balance	790	655	589
Add : Additions during the year	-	135	66
Less : Utilised during the year	(100)	-	-
Closing balance	690	790	655
(c) Hedge Reserve			
Opening balance	-	(22)	(35)
Add : Additions during the year	-	22	13
Closing balance	-	-	(22)
Total (B)	704	800	637
Total Other Equity (A+B)	(26,126)	(29,452)	(23,860)

Note:

Capital Reserve on consolidation: If the value of investment in subsidiary is less than the book value of the net assets acquired, the difference represents Capital Reserve.

Surplus / (Deficit) in the Statement of Profit and Loss: This comprise of the undistributed profit after taxes.

Securities Premium account: The amount received in excess of face value of the equity shares is recognised in securities premium reserve. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

Foreign Currency Translation Reserve : Foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

Note 20 : Non Current borrowings

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Term loans - Secured			
From Banks (Refer Note 20.1 A)	72,927	82,089	87,101
From Financial Institutions - (Refer Note 20.1 B)	4,823	6,232	6,698
(b) Loans taken from others, unsecured (Refer Note 20.2)	31,313	27,328	29,513
Total	1,09,063	1,15,649	1,23,312

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Notes:

20.1 Details of the secured long-term borrowings from Banks and Financial Institutions:

Description	Total Amount outstanding			Amounts due within one year classified as Current borrowings (Refer Note 25)			Amount disclosed as Long Term Borrowings (Refer Note 20)		
	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
From Banks (A)	81,760	95,463	94,926	8,834	13,380	7,825	72,925	82,089	87,101
From Financial Institutions (B)									
IL & FS Financial Services Limited	770	807	819	56	36	19	714	771	800
Srei Infrastructure Limited	5,461	6,662	7,326	1,353	1,201	1,428	4,108	5,461	5,898
Bajaj Auto Finance Limited	-	-	215	-	-	215	-	-	-
Sub-Total (B)	6,231	7,469	8,360	1,409	1,237	1,662	4,822	6,232	6,698
Total loans from Banks and Financial Institutions (A+B)	87,991	1,02,938	1,03,286	10,243	14,617	9,487	77,748	88,321	93,799

20.2 Details of the unsecured long-term borrowings from Others:

Description	Total Amount outstanding			Amounts due within one year classified as Current borrowings (Refer Note 25)			Amount disclosed as Long Term Borrowings (Refer Note 20)		
	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
From Others									
SVL Limited (Refer note 46)	29,015	27,328	24,513	-	-	-	29,015	27,328	24,513
Vahith Information Technologies Private Limited	2,300	-	-	-	-	-	2,300	-	-
Shashvatha Renewable Energy Private Limited (Refer note - 20.7)	-	-	5,000	-	-	-	-	-	5,000
Total - Loans from Others (C)	31,315	27,328	29,513	-	-	-	31,315	27,328	29,513
Total Borrowings (A+B+C)	1,19,306	1,30,265	1,32,799	10,243	14,617	9,487	1,09,063	1,15,649	1,23,312

20.3 Details of Security and Terms of Repayment/Interest

The term loans obtained by the group are secured by assets identified in the loan agreements entered into by the group which are in the nature of immoveable property where the wind energy generators are located, trade receivables, inventory and other assets related to the group. In the case of certain borrowings where the terms stipulate, Corporate Guarantees have been given by some of the group companies. The above loans are repayable over a period stipulated in the respective agreements. The interest rates ranging between 5% to 15.75% (interest rate range for year 2020-21 - 5% to 15.75% and for year 2019-20- 5% to 16.25%)in respect of the above loans are in accordance with the terms of the respective loan agreements.

20.4 Details of Defaults repayment of long term borrowings:

(i) There have been certain delays in the repayments of principal and interest amounts in respect of borrowings from Banks by the Group. During the current year ended 31 March, 2022, there were defaults to the extent of Rs.8,959 lakhs in respect of principal and interest repayments. Out of the same, an amount of Rs. 8,959 lakhs has been paid by the Group during the year and unpaid principal/ interest due as at 31 March 2022 is nil.

There have been certain delays in the repayments of principal and interest amounts in respect of borrowings from Banks by the Group. During the current year ended 31 March, 2021, there were defaults to the extent of Rs.6,315 lakhs in respect of principal and interest repayments. Out of the same, an amount of Rs. 2,901 lakhs has been paid by the Group during the year and balance amount of Rs.3,414 lakhs of principal and interest is outstanding as at 31 March 2021. Subsequent to the Balance Sheet date, the Group repaid the default amount in its entirety.

(ii) There have been certain delays in the repayments of principal and interest amounts in respect of borrowings from Banks by the Company / some of its subsidiaries. During the year ended 31 March, 2020, there were defaults to the extent of Rs.23,338.14 lakhs in respect of principal and interest repayments. Out of the same, an amount of Rs. 17,366.72 lakhs has been paid by the Group during the year and balance amount of Rs.5,971.42 lakhs of principal and interest is outstanding as at 31 March 2020. Subsequent to the Balance Sheet date, the Company repaid the default amount of Rs. 545.85 lakhs.

20.5 During the previous year, one of the subsidiaries M/s. Beta wind farm private limited (Beta) availed a term loan of Rs 9,526 Lakhs and the entire proceeds were utilized to repay of the External Commercial Borrowings (ECB) of USD 130 Lakh. Subsequent to closure of loan, the underlying hedge contract is terminated and accordingly the balance of Rs. 22 lakhs in hedge reserve has been recycled and charged off to the statement of profit and loss.

20.6 During the previous year, the Reserve Bank of India granted a moratorium for borrowings and interest payable during the period March 01, 2020 to August 31, 2020. The group availed the moratorium benefit on certain borrowings. Further, Hon'ble Supreme Court of India in its order dated March 23, 2021 directed not to charge interest on interest during the Moratorium period. Accordingly, the group is approaching the lenders to adjust the interest on interest paid against outstanding loan amounts/overdues. Certain lenders approved the claim, resulting in a reduction of interest expense by Rs. 126 lakhs during the year.

20.7 The Company had availed borrowings from Shashvatha Renewable Energy Private Limited in the month of March 2020. The Company obtained a waiver of interest for the period upto 31 March 2020 with the consent of both the parties. Considering the short term nature of the waiver, fair value gain and corresponding interest expense has not been recognised since the carrying amount of the loan approximates the fair value.

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Note 21 : Lease Liabilities-Non Current

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
a. Lease Liabilities (refer note - 46)	1,991	2,207	2,030
Total	**1,991**	**2,207**	**2,030**

Note 22 : Other Financial Liabilities-Non Current

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
a. Interest Payable - related parties (refer note below)	-	-	8,447
Total	**-**	**-**	**8,447**

Note: Considering the interest waiver granted on the borrowings from M/s. SVL Limited during the recent years and as mutually agreed, the interest of Rs.4,816 lakhs have been transferred to the principal loan amount during the previous year. Also refer note 41.1 on discontinued operations.

Note 23 : Provisions- Non Current

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
Provision for employee benefits:			
(i) Provision for compensated absences	64	97	94
(ii) Provision for gratuity	-	104	113
Total	**64**	**201**	**207**

Note: During the year ended March 2022, the group adopted a funded gratuity scheme wherein the gratuity liability is being deposited with an insurer. Accordingly, the gratuity liability for the year is nil.

Note 24 : Deferred Tax Liability (Net)

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
Tax effect of items constituting deferred tax liability			
Deferred Tax Assets	22,184	12,361	14,561
Less: Deferred Tax Liabilities (Refer 24.1)	(22,184)	(12,361)	(14,561)
Net deferred tax liability	-	-	-

Note:
24.1 In accordance with the accounting policy adopted by the group, the Deferred tax asset mainly arising on unabsorbed business losses/ depreciation has not been recognised in these financial statements in the absence of reasonable certainty supported by appropriate evidence regarding availability of future taxable income against which such deferred tax assets can be realised.

Note 25 : Current Borrowings

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(i) Secured - From Banks	2,194	2,195	2,184
(ii) Unsecured - From Others	-	-	350
(iii) Current maturities of long-term debt (Refer Note 20.1 A and 20.1 B)	10,243	14,617	9,487
(iv) Interest payable			
(a) Interest accrued and due on Long term borrowings	-	41	1,961
(b) Interest accrued and not due on Long term borrowings	56	40	1,163
(c) Interest accrued and not due on Short term borrowings	6	-	18
Total	12,499	16,893	15,163

Note:
25.1 Details of terms of repayment and security provided in respect of the secured Short term borrowings:

The short term borrowings obtained by the group are secured by assets identified in the loan agreements entered into by the group which are in the nature of immovable property where the wind mills are located, trade receivables, inventory and other financial assets relating to group. In the case of certain borrowings where the term stipulate, a Corporate Guarantee or a pledge of shares held in the entities have been given/ made by some of the group companies. The above loans are repayable over a period stipulated in the respective agreements. The interest rates ranging between 10.05% to 12.5% in the respect of the above loans are in accordance with the terms of the respective loan arrangements(interest rate range for 2020-21- 10.05% to 15.35% and for 2019-20 - 11% to 16.25%).

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Note 26 : Lease Liabilities- Current

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
a. Lease Liabilities (refer note - 46)	370	272	102
Total	370	272	102

Note 27 : Trade Payables

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Total outstanding dues of micro and small enterprises	-	-	-
(b) Total outstanding dues of creditors other than micro and small enterprises	1,872	2,103	2,758
Total	1,872	2,103	2,758

Trade payables ageing schedule

As at March 31, 2022

Particulars	Outstanding for followind periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	940	1	1	930	1,872
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	940	1	1	930	1,872

As at March 31, 2021

Particulars	Outstanding for followind periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	1,171	1	5	926	2,103
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	1,171	1	5	926	2,103

As at March 31, 2020

Particulars	Outstanding for followind periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	2,126	13	29	590	2,758
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	2,126	13	29	590	2,758

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Note 28 : Other Financial Liabilities (Current)

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(i) Payable towards Investment	-	250	250
(ii) Others	-	2	32
Total	-	252	282

Note 29 : Other current liabilities

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Statutory remittances	22	23	40
(b) Advance from Customers	79	99	96
(c) Others	151	153	166
Total	252	275	302

Note 30 : Provisions- Current

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Provision for employee benefits:			
(i) Provision for compensated absences	18	23	27
(ii) Provision for gratuity	2	39	26
Total	20	62	53

Note 31 : Liabilities directly associated with assets held for sale

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(a) Borrowings and interest payable thereon	3,975	3,524	3,001
(b) Trade payables	545	545	488
(c) Payable towards fixed assets	2,300	2,300	2,300
(d) Others (Refer note 31.3)	2,253	550	141
Total	9,073	6,919	5,930

31.1 Trade payables include Rs 93 lakhs towards Energy plantation land acquired by the group and Rs. 452 lakhs(for 2019-20- Rs.395 lakhs) pertaining to subsidiary classified as held for sale. Also refer note 17 on Assets held for sale.

31.2 The amounts payable towards fixed assets belongs to assets of susbsidiary classified as held for sale.

31.3 This includes the advances received towards disposal of assets held for sale. Also, refer note 50 on subsequent events.

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Note 32 : Revenue from Operations

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
(a) Sale of power	25,709	24,954	27,214
(b) Other operating revenues (Refer Note below)	5,354	521	5,105
Total	31,063	25,475	32,319

Other Operating Revenues comprises:	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
(i) Renewable Energy Certificates Income (Refer note- 15.1)	4,805	3	4,471
(ii) Generation Based Income	549	513	634
(iii) others	-	5	
Total	5,354	521	5,105

32(a) Disaggregation of revenue from the transfer of goods and services over time and at a point in time in the following major product lines and geographical regions

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
i. Revenue from sale of Power			
- India	23,735	23,178	25,535
- Others	1,974	1,776	1,679
ii.Revenue from Other Operations			
- India	5,354	521	5,105
- Others	-	-	-
Total Revenue from Contracts with Customers (i+ii)	31,063	25,475	32,319
Timing of Revenue Recognition			
- At a point in Time	31,063	25,475	32,319
- Over period of Time		-	-
Total Revenue from Contracts with Customers	31,063	25,475	32,319

Note 33 : Fixed Charges and other Reimbursement

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Fixed charges reimbursement received from Madhya Pradesh Power Management Company Limited (Refer note 33.1 below)	-	-	4,578
Other reimbursements (Refer note 33.2 below)	-	200	
Total	-	200	4,578

33.1 During 2016, the 10MW Biomass undertaking owned by the company located at Narasinghpur was not allowed to supply power as per the terms of power purchase agreement entered into with Madhya Pradesh Power Management Company Limited(MPPMCL). The Company along with Madhya Pradesh Biomass Energy Development Agency approached Appellate Tribunal for Electricity and Hon'ble Supreme Court of India. The Hon'ble Supreme court of India directed the MPPMCL to reimburse the fixed charges from 2016 along with interest at 15%. Accordingly, the company recognized the income of Rs. 4,578 lakhs during the year 2019-20.

33.2. The Group's claim for power eviction arrangement built towards its 20 MW power undertaking in Kolhapur Maharashtra has been approved and released during the previous year. The power undertaking was transferred under a slumpsale during the year 2017.The Group is legally entitled for receiving this amount as per the terms and conditions of the Business Transfer Agreement.

Note 34 : Other Income

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
(a) Interest income			
(i) Bank Deposits	19	39	32
(ii) Others	8	21	19
(b) Other non-operating income (net of expenses directly attributable to such income)			
(i) Miscellaneous Income*	391	389	1,696
(ii) Net gain on foreign currency transactions and translation	-	143	-
(iii) Net gains/(losses) on mutual fund investments designated at FVTPL	41	3	-
Total	459	595	1,747

* Miscellaneous income primarily includes Writeback of liabilities no longer required and income from sale of scrap.

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Note 35 : Cost of Maintenance

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
(a) Windmill maintenance contract	4,754	4,800	4,790
(b) Consumption of stores and spares	374	286	599
Total	5,128	5,086	5,389

Note: Cost of maintenance expense include the expense incurred for upkeep of windmills to ensure continuous generation and include such expenses incurred towards breakdown maintenance.

Note 36 : Employee benefits expense

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
(a) Salaries and wages	935	998	1,051
(b) Contributions to provident fund	90	98	99
(c) Gratuity expense	22	29	30
(d) Staff welfare expenses	69	65	85
Total	1,116	1,190	1,265

Note 37 : Finance Costs

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
(a) Interest expense on:			
(i) Term Loans (also refer note 20.6)	11,571	12,927	13,822
(ii) Current Borrowings	226	306	318
(iii) Borrowings from Group Companies	-	-	6
(iv) Lease liabilities	322	291	270
(b) Other borrowing costs	42	292	928
Total	12,161	13,816	15,344

Note 38 : Other expenses

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
(a) Power and fuel	70	67	56
(b) Rent	7	48	5
(c) Repairs and maintenance - Others	42	50	53
(d) Insurance	326	257	267
(e) Rates and taxes	314	125	265
(f) Communication	30	31	34
(g) Travelling and conveyance	45	42	97
(h) Printing and stationery	11	11	23
(i) Freight and forwarding	10	7	11
(j) Sales commission	13	4	3
(k) Hire Charges	22	16	52
(l) Sitting Fees	10	9	7
(m) Legal and professional charges	462	429	439
(n) Payments to auditors (Refer Note 38.1)	54	54	58
(o) Allowance for expected credit losses	704	1,364	1,091
(p) Deposits and capital advances written off	-	176	544
(q) Net loss on foreign currency transactions and translation	41	-	11
(r) Electricity Charges	21	32	68
(s) Bank charges	7	12	12
(t) Watch and Ward	130	129	130
(u) Miscellaneous expenses	113	131	125
Total	2,432	2,994	3,351

Note
38.1 Payments to Auditors Comprise

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
As Statutory Auditors	54	54	58
Total	54	54	58

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Note 39 : Exceptional Items

Sl. No	Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
a.	Profit/(Loss) on sale of assets (Net) (Refer Note 17.4)	300	844	156
b.	Impairment (loss) on assets classified as held for sale (Refer Note 17.4)	(32)	-	-
c.	Differential Tariff claim (Refer note 13.6)	2,441	-	-
d.	Gain/(Loss) on modification of Lease (Refer note 46 b)	123	-	-
e.	CWIP Written off (Refer note i below)	-	-	(594)
	Total	2,832	844	(438)

i.Due to certain regulatory developments in Andhra Pradesh during 2019-20, the group (through M/s. Beta Wind Farm Private Limited, One of the subsidiaries) could not proceed with Phase III power project. Considering the same, the capital work in progress of Rs.594 lakhs and capital advances of Rs. 544 lakhs pertaining to phase III were written off during previous year.

ii. Besides above, exceptional items also include claim of interest on overdues from AP Discom according to terms and conditions of Power Purchase Agreement. Further, a company which had approved a waiver of interest on loans granted to the Group, has indicated its intention to charge the interest with effect from April 1, 2021. Though the group is in active negotiations for continuing the interest waiver, an estimated provision for the year 2021-22 has been made on a prudent basis. The net impact of the above is insignificant.

Note 40 : Contingent Liabilities and Commitments

Note	Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
(i)	**Contingent liabilities (Net of Provisions)**			
	(a) Income Tax Demands against which the Group has gone on Appeal	227	300	300
	(b) Service Tax Demands against which the Group has gone on Appeal	1,465	1,465	1,465
	Note: The Group expects a favourable decision with respect to the above disputed demands / claims based on professional advice. Hence, no provision for the same has been made.			
	(c) Corporate Guarantees given (Refer note 40.1 below)	-	12,497	32,743
	(d) Claims against the Company/subsidiary, not acknowledged as debt	241	-	-
(ii)	**Commitments**	-	-	-

40.1 The corporate guarantees include Rs. Nil (Previous year- Rs. 8,127 lakhs, preceeding previous year Rs. 22,155 lakhs) extended in favour of 1 of the biomass subsidiaries (previous year 8 biomass subsidiaries) towards borrowings from various lenders. These subsidiaries were disposed to M/s. Janati Bio Power Private Limited (JBPPL) during the year 2017-18. JBPPL is in negotiation with the lenders for replacement of aforesaid corporate guarantees. In the meantime, JBPPL executed a counter corporate guarantee in favour of the Company indemnifying from all the losses/ damages that may arise from default in loan repayemnts by aforesaid biomass companies. However, the loan has been closed during the year.

40.2 During the year 2019-20, the company issued a corporate guarantee of Rs.150.00 lakhs to M/s. Punjab National Bank towards an enhanced working capital facility for M/s. Sanjog Sugars and Eco Power Private Limited. The corresponding loan has been closed and guarantee was released during 2020-21.

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41 Discontinued Operations

41.1 The Board of Directors of the Company, at their meeting held on Jan 24, 2018, accorded its approval to to sell the investments held in one of its subsidiaries, M/s. Amrit Environmental Technologies Private Limited (AETPL). Accordingly, during 2018 - 19, the company transferred 26% of shares in AETPL for a consideration of Rs.247 lakhs. The Corresponding Assets and liabilities of AETPL are classified as assets held for sale and liabilities associated with assets held for sale in these consolidated financial statements. The group has recognized impairment loss of Rs. 3,171 lakhs to bring down the carrying value of Property, Plant and Equipment to their net realizable value of Rs.950 lakhs, of which Rs.529 lakhs of impairment is recognized during the year.

41.2 During 2019-20, the Group decided to dispose one of its subsidiaries viz., Statt Orient Energy Private Limited (SOEL) domiciled in Srilanka. Accordingly, the assets have been stated at net realizable value. During the year, the company disinvested its entire shareholding in SOEL, this did not result in any impairment and the group recognized Rs. 50 lakhs of gain on derecognition of this subsidiary.

41.3 The Board of Directors approved the sale of one Biomass power undertaking located at Sookri Village Narasinghpur District, Madhya Pradesh and investments in its subsidiary Biobijlee Green Power Limited to its promoter company M/s. SVL Ltd. and/or its subsidiaries/ associates. During the year ended March 31, 2018, the shareholders of the Company approved the above disinvestments.
The transfer of biomass power undertaking located at Sookri village, Narasinghpur district, Madhya Pradesh under a slumpsale as a going concern has been completed during the year. The loan obligations with State Bank of India aggregating to Rs.1,399 lakhs is settled under a compromise settlement scheme at Rs.1,000 lakhs. This resulted in gain of Rs.399 lakhs during the year.
Subsequent to the completion of slumpsale, the company disposed aforementioned Biobijlee Green Power Limited. The sales consideration of Rs.3,610 lakhs is expected to be realized in near future and there would be no expected credit loss in view of the comfort letter given by SVL Limited (the promoter company).

41.4 **The details of aforementioned discontinued business included in these consolidated financial statements for the year ended March 31, 2022**

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Revenue from operations	-	-	
Gain on transfer of Narasinghpur unit under a slump sale agreement	-	-	399
Other Income	51	-	78
Total Income (I)	51	-	477
Expenses			
Employee Benefits	-	-	18
Finance Costs	451	580	944
Depreciation and Amortisation	-	-	-
Other Expenses	81	50	93
Impairment recognized considering the realizable value of assets/receivables	-	-	1,139
Total expenses (II)	532	630	2,194
Loss before exceptional items and Tax (III = I-II)	(481)	(630)	(1,717)
Exceptional Items (IV)	596	-	-
Loss for the year from discontinuing activities (V = III - IV) (before tax)	(1,077)	(630)	(1,717)
Less: Tax expense	-	-	-
- on ordinary activities attributable to the discontinued operations	-	-	-
- on gain / (loss) on disposal of assets / settlement of liabilities	-	-	-
Loss from discontinued operations (after tax)	(1,077)	(630)	(1,717)

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(i) The details of carrying amount of assets and liabilities relating to identified discontinued operations are given below:

Particulars	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
Non -current assets			
Property, plant and equipment	-	-	-
Intangible assets	-	-	-
Financial assets			
(i) Investments	-	-	-
(ii) Loans	-	-	-
(iii) Other financial assets	-	-	-
Other non current assets	-	4	1
Current Assets			
Inventories	-	-	-
Financial assets			
(i) Trade receivables	-	-	-
(ii) Cash and cash equivalents	4	106	114
(iii) Other financial assets			3,610
Other current assets	2	2	20
Assets classified as held for sale (Refer Note 17)	1,697	2,025	1,819
TOTAL ASSETS	**1,703**	**2,137**	**5,564**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	-	-	-
(ii) Other financial liabilities	-	-	-
Provisions	-	-	-
Other non-current liabilities	-	-	-
Current liabilities			
Financial liabilities			
(i) Borrowings	-	-	-
(ii) Trade payables	-	1	328
(iii) Other financial liabilities	-	-	-
Provisions	-	-	-
Other current liabilities			3
Liabilities directly associated with assets held for sale (Refer note 31)	9,073	6,919	5,930
TOTAL LIABILITIES	**9,073**	**6,920**	**6,261**

(ii) The details of net cash flows attributable to the discontinued operations are given below:

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Cash flows from Operating activities	(38)	(25)	221
Cash flows from Investing activities	-	(10)	-
Cash flows from Financing activities	-	-	(294)

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42 Goodwill on Consolidation

The details of Goodwill on consolidation are given below:

Particulars	Year ended 31-Mar-22	Year ended 31-Mar-21	Year ended 31-Mar-20
Opening Balance	1,278	1,278	1,278
Add/(Less): Adjustments during the year	-	-	-
Closing Balance	1,278	1,278	1,278

43 Segment information

The primary reporting of the Group has been made on the basis of Business Segments. The Group has a single business segment as defined in Indian Accounting Standard (Ind AS) 108 on Segment Reporting, namely Generation of Power through Renewable Sources and related services. Accordingly, the amounts appearing in these Consolidated Financial Statements relate to this primary business segment.

43.1 Geographical information

Particulars	Revenue from external customers		
	Year ended 31-Mar-22	Year ended 31-Mar-21	Year ended 31-Mar-20
India	29,085	23,699	30,640
Other	1,974	1,776	1,679
Unallocated	-	-	
	31,063	25,475	32,319

Particulars	Capital Expenditure (including Right of Use Asset)		
	Year ended 31-Mar-22	Year ended 31-Mar-21	Year ended 31-Mar-20
India	271	315	244
Other	-	1	-
Unallocated	-	-	-
	271	316	244

Particulars	Non Current Assets		
	Year ended 31-Mar-22	Year ended 31-Mar-21	Year ended 31-Mar-20
India	1,53,029	1,64,077	1,79,695
Other	5,970	6,749	7,064
Unallocated	372	340	398
	1,59,371	1,71,166	1,87,157

43.2 Information about major Customers

During the year 3 customers contributed 10% or more to the Group's revenue.(Previous year - 3 customer, Preceding previous year -1 Customer).

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Note 44 (a) : Financial Instruments

(I) Capital Management

The Group manages its capital to ensure that it is able to continue as going concern while maximising the return to the stakeholders through the optimization of the debt and equity balance. The capital structure of the Group consists of Debt and total Equity. The Group is not subject to any externally imposed capital requirement. In order to maintain the capital structure in consistent with others in the industry, the Group monitors capital on the basis of the following gearing ratio.

Gearing Ratio :

Particulars	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Debt $	1,21,562	1,32,542	1,46,922
Cash and Bank Balance (Refer Note 14)	(1,292)	(1,613)	(829)
Net Debt	**1,20,270**	**1,30,929**	**1,46,093**
Total Equity	48,005	44,621	50,159
Less: Goodwill on consolidation (Note 42)	1,278	1,278	1,278
Adjusted Equity	46,727	43,343	48,881
Net Debt to equity ratio	257%	302%	299%

$ Debt refers to Long term borrowings including current maturities, Short term borrowings, interest accrued thereon on borrowings.

(II) Categories of Financial Instruments

(a) Financial Assets

Particulars	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Measured at fair value through profit or loss (FVTPL)			
- Investments in mutual funds	-	201	-
- Designated derivative instruments carried at fair value	-	-	347
Measured at amortised cost			
- Loans	-	389	5,366
- Security Deposits	843	505	551
- Trade receivables	16,097	10,334	10,738
- Cash and Bank balance	1,292	1,613	829
- Other financial assets	2,718	2,787	6,798

(b) Financial Liabilities :

Particulars	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Measured at amortised cost			
- Borrowings	1,25,475	1,35,985	1,38,334
- Trade payables	2,417	2,648	3,246
- Other financial liabilities	2,423	2,812	14,003

(III) Financial Risk Management Framework

The Group manages financial risk relating to the operations through internal risk reports which analyse exposure by degree and magnitude of risk. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Group seeks to minimise the effects of these risks by using derivative financial instruments to hedge the risk exposures. The use of financial derivatives is governed by the Group's policies approved by the Audit Committee which provides written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non derivative financial instruments and the investment in excess of liquidity. Compliance with policies and exposure limits is reviewed by the management on a continuous basis.

The Group does not enter into or trade financial instruments including derivative financial instruments for speculative purpose.

(IV) Market Risk :

The Group's activities exposes it primarily to the financial risk of change in foreign currency exchange rates and interest rates. The Group enters into a derivative instruments to manage its exposure to foreign currency risk and interest rate risk including forward foreign exchange contracts to hedge the exchange rate risk arising on account of borrowings (including interest payable).

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(V) Foreign Currency Risk Management :

The Group undertakes transactions denominated in foreign currencies consequently, exposures to exchange rate fluctuations arises. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of each reporting period are as follows :

Particulars	As at	(In Lakhs)		(In Lakhs)		(In Lakhs)	
		Euro	INR	LKR	INR	USD	INR
Trade Receivables	31-Mar-22	5	407	-	-	-	-
	31-Mar-21	5	442		-	-	-
	31-Mar-20	4	347	-	-	-	-
Trade Payables	31-Mar-22	-	8	-	-	-	
	31-Mar-21	1	47	2	1	-	-
	31-Mar-20	1	43	2	1	-	-
Borrowings*	31-Mar-22	15	1,259	-	-	-	-
	31-Mar-21	28	2,362	-	-	-	-
	31-Mar-20	35	2,878	0	-	150	11,320
Balances with Bank	31-Mar-22	7	581	-	-	-	-
	31-Mar-21	11	978	290	105	-	-
	31-Mar-20	6	499	292	114	-	-

* refer note 20.5.

Of the above foreign currency exposures, the following exposures are not hedged:

Particulars	As at	(In Lakhs)		(In Lakhs)		(In Lakhs)	
		Euro	INR	LKR	INR	USD	INR
Trade Receivables	31-Mar-22	5	407	-	-	-	-
	31-Mar-21	5	442	-	-	-	-
	31-Mar-20	4	347			-	-
Trade Payables	31-Mar-22	-	8	-	-	-	
	31-Mar-21	1	47	2	1	-	-
	31-Mar-20	1	43	2	1	-	-
Borrowings	31-Mar-22	15	1,259	-	-	-	-
	31-Mar-21	28	2,362	-	-	-	-
	31-Mar-20	35	2,878			8	593
Balances with Banks	31-Mar-22	7	581	-	-	-	-
	31-Mar-21	11	978	290	105	-	-
	31-Mar-20	6	499	292	114	-	-

Cross Currency Swaps

The Company has entered into cross currency swaps to cover External Commercial Borrowings taken in foreign currency for 100% of the exposure generated.

Outstanding Contracts	Average Exchange Rate			Foreign Currency		
	31-Mar-22	31-Mar-21	31-Mar-20	31-Mar-22	31-Mar-21	31-Mar-20
Sell USD						
Less than 1 month	-	-	-	-	-	-
1-3 months	-	-	75.39	-	-	2
3 months to 1 year	-	-	75.39	-	-	12
1 to 5 years	-	-	75.39	-	-	14
5 years and above	-	-	-			-
Total				-	-	28

Outstanding Contracts	Nominal Amounts			Fair Value asset (liabilities)		
	31-Mar-22	31-Mar-21	31-Mar-20	31-Mar-22	31-Mar-21	31-Mar-20
Sell USD						
Less than 1 month	-	-	-	-	-	-
1-3 months	-	-	160	-	-	(14)
3 months to 1 year	-	-	907	-	-	167
1 to 5 years	-	-	1,067	-	-	232
5 years and above	-	-	-	-	-	-
Total	-	-	2,134	-	-	384

(A) Particulars of the derivative contracts entered into for hedging purpose outstanding as on reporting date are as under:

PARTICULARS	31st March 2022 & 31st March 2021			31st March 2020		
	No. of Contracts	Exposure in INR	Mark to Market Value	No. of Contracts	Exposure in INR	Mark to Market Value
Cross Currency Swaps/Forward Contract	Nil	-	-	2	4,417	385
Interest Rate Swaps/Forward	Nil	-	-	1	2,283	(38)
Total of Derivative Contracts entered into for Hedging Purpose		-	-		6,700	347

(B) Out of the above, Derivative Instruments entered into for hedging but not qualifying for hedge under Ind AS 109 are as under :-

PARTICULARS	31st March 2022 & 31st March 2021			31st March 2020		
	No. of Contracts	Exposure in INR	Mark to Market Value	No. of Contracts	Exposure in INR	Mark to Market Value
Cross Currency Swaps	Nil	-	-	1	2,283	11
Interest Rate Swaps	Nil	-	-	1	2,283	(38)
Total of Derivative Instrument not qualifying as hedges		-	-		4,566	(27)

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(VI) Interest rate risk management :

The Company is exposed to interest rate risk since it borrow funds at fixed and floating interest rates. The risk is managed by maintaining an appropriate mix between fixed and floating rate borrowings, and by the use of interest rate swap contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

Interest rate swap contracts

Under the interest rate swap contracts, the Company agrees to exchange the difference between fixed and floating rate interest amount calculated on agreed notional principal amounts. Such contracts enable the Company to mitigate the risk of changing interest rates on the fair value of issued fixed rate debt and the cash flow exposures on the issued variable rate debt.

Outstanding Contracts	Average Contracted fixed interest		Nominal Amounts		Fair Value asset (liabilities)	
	31-03-2021 & 31-03-2022	31-Mar-20	31-03-2021 & 31-03-2022	31-Mar-20	31-03-2021 & 31-03-2022	31-Mar-20
Sell USD						
Less than 1 month	-	-	-	-	-	-
1-3 months	-	6.70%	-	0.99	-	-3.11
3 months to 1 year	-	6.70%	-	0.76	-	-16.64
1 to 5 years	-	6.70%	-	0.82	-	-18.33
5 years and above	-	-	-	-	-	-
Total			-	2.57	-	(38.08)

(VII) Foreign Currency sensitivity analysis :

The Group is mainly exposed to the currency of Europe and Srilanka.

As per management's assessment of reasonable possible changes in the exchange rate of +/- 5% between EUR-INR, LKR-INR currency pair, sensitivity of profit or loss only on outstanding foreign currency denominated monetary items at the period end is presented below:

EURO sensitivity at year end	2021-2022	2020-2021	2019-2020
Receivables			
-Weakening of INR by 5%	20.19	22.14	17.42
-Strengthening of INR by 5%	(20.51)	(22.09)	(17.77)
Trade Payables			
-Weakening of INR by 5%	(0.80)	(3.05)	(2.54)
-Strengthening of INR by 5%	(0.04)	1.58	1.74
Balances with Banks			
-Weakening of INR by 5%	29.14	48.61	24.72
-Strengthening of INR by 5%	(28.94)	(49.11)	(25.18)

LKR sensitivity at year end	2021-2022	2020-2021	2019-2020
Balances with Banks			
-Weakening of INR by 5%	-	5.27	5.67
-Strengthening of INR by 5%	-	(5.27)	(5.69)
Trade Payables			
-Weakening of INR by 5%	-	(0.04)	(0.04)
-Strengthening of INR by 5%	-	0.04	0.04

Notes :

1.This is mainly attributable to the exposure of receivable and payable outstanding in the above mentioned currencies to the Group at the end of the reporting period.

2. In Management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

3. The Group's exposure changes in currency of United States of America was hedged during the previous year other than USD 7.87 lakhs as at March 31, 2020.

(VIII) Liquidity Risk Management :

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short-, medium- and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Liquidity and Interest Risk Tables :

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

Particulars	Weighted average interest rate	Less than 1 month	1-3 months	3 months to 1 year	1 to 5 years	5 years and above	TOTAL
	%	INR	INR	INR	INR	INR	INR
31 March 2022							
Non-interest bearing instruments	NA	657	2	1,879	240	2,066	4,844
Variable interest rate instruments	10.70%	3,992	2,574	10,057	71,543	37,305	1,25,471
Total		4,649	2,576	11,936	71,783	39,371	1,30,315
31 March 2021							
Non-interest bearing instruments	NA	-	72	3,182	28,122	1,412	32,788
Variable interest rate instruments	12.54%	7,137	1,805	11,617	50,133	37,965	1,08,657
Total		7,137	1,877	14,799	78,255	39,377	1,41,445
31 March 2020							
Non-interest bearing instruments	NA	-	384	2,758	37,810	-	40,952
Variable interest rate instruments	12.50%	7,555	600	11,079	44,956	50,441	1,14,631
Total		7,555	984	13,837	82,766	50,441	1,55,583

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The following table details the Group's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

Particulars	Less than 1 month	1-3 months	3 months to 1 year	1 to 5 years	5 years and above	TOTAL
	INR	INR	INR	INR	INR	INR
31 March 2022						
Non-interest bearing instruments	829	-	16,097	-	176	17,102
Fixed interest rate instruments	-	-	3,848	-	-	3,848
Total	829	-	19,945	-	176	20,950
31 March 2021						
Non-interest bearing	1,355	-	10,334	389	157	12,235
Fixed interest rate instruments	-	-	3,594	-	-	3,594
Total	1,355	-	13,928	389	157	15,829
31 March 2020						
Non-interest bearing	819	-	10,738	5,491	203	17,251
Fixed interest rate instruments	-	-	7,031	-	-	7,031
Total	819	-	17,769	5,491	203	24,282

The amounts included above for variable interest rate instruments for both non-derivative financial assets and liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

The following table details the Group's liquidity analysis for its derivative financial instruments. The table has been drawn up based on the undiscounted contractual net cash inflows and outflows on derivative instruments that settle on a net basis. When the amount payable or receivable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves at the end of the reporting period.

Particulars	Less than 1 month	1-3 months	3 months to 1 year	1 to 5 years	5 years and above	TOTAL
	INR	INR	INR	INR	INR	INR
31 March 2022						
Gross settled:						
- Cross currency swaps	-	-	-	-	-	-
- Interest rate swaps	-	-	-	-	-	-
Total	-	-	-	-	-	-
31 March 2021						
Gross settled:						
- Cross currency swaps	-	-	-	-	-	-
- Interest rate swaps	-	-	-	-	-	-
Total	-	-	-	-	-	-
31 March 2020						
Gross settled:						
- Cross currency swaps	-	(14)	167	232	-	385
- Interest rate swaps	-	(3)	(17)	(18)	-	(38)
Total	-	(17)	150	214	-	347

Note 44 (b) - Fair Value Measurement

This note provides information about how the Group determines fair value of various financial assets and liabilities.

(i) Fair value of the Company's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair value of these financial assets and liabilities are determined :

Financial assets/Financial liabilities	Fair Value as at			Fair value hierarchy	Valuation technique(s) and key input(s)
	31-Mar-22	31-Mar-21	31-Mar-20		
1. Derivative assets / (liabilities) arising out of forward foreign exchange contracts	-	-	347	Level 2	Mark to Market valuation
2. Investment in Mutual funds	-	201	-	Level 1	Quoted prices

(ii) Fair value of financial assets and financial liabilities that are not measured at fair value :

The Company considers that the carrying amount of financial assets and financial liabilities recognised in these consolidated financial statements approximate their fair values.

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Note 45: Related Party Disclosure
Details of Related Parties

Description of Relationship	Names of Related Parties		
	2021-22	2020-21	2019-20
Entities Exercising Significant Influence (EESI)	SVL Limited Janati Bio Power Private Limited	SVL Limited Janati Bio Power Private Limited	SVL Limited Janati Bio Power Private Limited (Refer Note - 18.6)
Key Management Personnel (KMP)	Mr. T. Shivaraman, Managing Director Mr. Venkatachalam Sesha Ayyar, Managing Director Ms. J Kotteswari, Chief Financial Officer Ms. M Kirithika, Company Secretary	Mr. T. Shivaraman, Vice Chairman Mr. Venkatachalam Sesha Ayyar, Managing Director Ms. J Kotteswari, Chief Financial Officer Mr. P Srinivasan, Company Secretary Ms. M Krithika, Company Secretary	Mr. T. Shivaraman, Vice Chairman Mr. Venkatachalam Sesha Ayyar, Managing Director Mr. K V Kasturi, Chief Financial Officer Mr. P Srinivasan, Company Secretary
Post Employment Benefit plans	Orient Green Power Company Limited Employees Gratuity Trust Beta Wind Farm Private Limited Employees Gratuity Trust Bharath Wind Farm Limited Employees Gratuity Trust Clarion Wind Farm Private Limited Employees Gratuity Trust Gamma Green Power Private Limited Employees Gratuity Trust	-	-
Company over which KMP/EESI exercises Significant Influence (Others)	SEPC Limited *(Formerly Shriram EPC Limited,*	SEPC Limited (Formerly Shriram EPC Limited) Theta Management Consultancy Services Private Limited	Shriram EPC Limited Theta Management Consultancy Services Private Limited Bioblijee Green Power Limited
Co-venturer/ Joint Venturer exercising significant influence on certain subsidiaries (Other venturers)	For Vjetro Electrana Crno Brdo, Step down subsidiary - Tudic Elecktro Centar Obnovljivi izvori d.o.o, Sibenik	For Vjetro Electrana Crno Brdo, Step down subsidiary - Tudic Elecktro Centar Obnovljivi izvori d.o.o, Sibenik	For Vjetro Electrana Crno Brdo, Step down subsidiary - Tudic Elecktro Centar Obnovljivi izvori d.o.o, Sibenik For Statt Orient Energy (Private) Limited, Subsidiary - EPL Wind (Private) Limited - OGP Lanka (Private) Limited - SGP Lanka (Private) Limited - Mundel Centre EPL Wind (Private) Limited - Mundel South EPL Wind (Private) - Mundel North EPL Wind (Private) Limited

Note: Related Parties are, as identified by the Management

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Details of Related Party Transactions during the relevant years and as at the balance sheet date:

Transactions during the Years

Description	Name of the Related Party	2021-22	2020-21	2019-20
Writeback of creditors	Shriram EPC Limited	5	-	1,368
Reimbursement of Expenses	Shriram EPC Limited	-	-	1
Repairs & Maintenance - Others	Shriram EPC Limited	-	-	-
	SVL Limited	-	-	-
Interest expense	SVL Limited	1,989	-	-
Loss on disposal of Biobijlee Green Power Limited	Janati Biopower Private Limited	-	-	3
Cost of Maintenance	Tudic Elecktro Centar Obnovljivi izvori d.o.o. Sibenik	105	126	179
Amounts no longer receivable written off	EPL Wind (Private) Limited	-	-	29
	OGP Lanka (Private) Limited	-	-	28
	SGP Lanka (Private) Limited	-	-	28
Managerial Remuneration to Mr. Venkatachalam Sesha Ayyar(Refer Note 45.2)	Salaries and Short-term employee benefits;	32	61	61
	Contribution to defined contribution plans	2	4	4
	Compensated absences and Gratuity provision	18	3	1
	Performance bonus	-	-	-
Remuneration to Key Managerial Personnel to Ms. J Kotteswari (Refer Note 45.5)	Salaries and Short-term employee benefits;	57	57	-
	Contribution to defined contribution plans	4	4	-
	Compensated absences and Gratuity provision	1	2	-
	Performance bonus	-	-	-
Remuneration to Key Managerial Personnel to Ms. M Kirithika	Salaries and Short-term employee benefits;	15	3	-
	Contribution to defined contribution plans	1	-	-
	Compensated absences and Gratuity provision	-	-	-
Remuneration to Key Managerial Personnel to Mr. K V Kasturi (Refer Note 45.5)	Salaries and Short-term employee benefits;	-	-	59
	Contribution to defined contribution plans	-	-	4
	Compensated absences and Gratuity provision	-	-	1
	Performance bonus	-	-	-
Remuneration to Key Managerial Personnel to Mr. P Srinivasan	Salaries and Short-term employee benefits;		28	40
	Contribution to defined contribution plans	-	2	3
	Compensated absences and Gratuity provision	-	-	1
Assignment of Receivables from Biobijlee Green Power Limited (Subsidiary of Janati Bio Power Private Limited) to SVL Limited	SVL Limited	-	3,612	-
Sale of Investments in Biobijlee Green Power Limited (Refer Note 45.7)	Janati Biopower Private Limited	-	-	2
Sale of Investments in Beta wind farm (Andhra Pradesh) Private Limited (Refer Note 50.a)	Janati Biopower Private Limited	-	-	-
Contribution to Post employment benefit plans	Orient Green Power Company Limited Employees Gratuity Trust	51	-	-
	Beta Wind Farm Private Limited Employees Gratuity Trust	70	-	-
	Bharath Wind Farm Limited Employees Gratuity Trust	13	-	-
	Clarion Wind Farm Private Limited Employees Gratuity Trust	45	-	-
	Gamma Green Power Private Limited Employees Gratuity Trust	7	-	-
		-	-	-
Loans and Advances Made /Repaid / (Recovered (received) - Net)	SVL Limited (also refer note- 20)	(1,687)	5,935	11,486
	Janati Biopower Private Limited	389	(5,493)	(2,452)

Closing Balance at the Year End

Description	Name of the Related Party	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Receivable towards disposal of 10MW biomass power Undertaking	Biobijlee Green Power Limited	-	-	3,610
Loans, Advances and Interest Receivables	Janati Biopower Private Limited	-	389	5,493
Borrowings / Other Long Term Liabilities	SVL Limited	29,015	27,025	24,513
	SVL Limited - Interest accrued on loans (also refer note 22)	-	-	8,447
Payable	Shriram EPC Limited - Payable towards purchase of Fixed Asset & Others	2,300	2,305	2,306
	Tudic Elecktro Centar Obnovljivi izvori d.o.o. Sibenik	13	29	26

Notes:

45.1. The Group accounts for costs incurred by the Related parties based on the actual invoices/debit notes raised and accruals as confirmed by such related parties. The Related parties have confirmed to the Management that as at 31 March, 2022, there are no further amounts payable to/receivable from them, other than as disclosed above.

45.2. In the Board Meeting of the Company held on January 30, 2020, Mr. Venkatachalam Sesha Ayyar, Managing Director of the Company, has been reappointed for a further period of three years from 23rd September 2019 to 22nd September 2022 under Sections 196, 197, 198, 203 read with Schedule V of the Companies Act 2013 for a total remuneration of Rs. 80 Lakhs per annum. The members of the Company vide postal ballot process held on March 31, 2020 approved the reappointment and the remuneration.
Further, Mr. Venkatachalam Sesha Ayyar was appointed as whole time director in one of the subsidiaries M/s. Clarion wind Farm Private Limited(CWFPL) for the period September 2018 to August 2019. The remuneration drawn from CWFPL during the year ended March 31, 2020 and March 31, 2019 are Rs.6 lakhs and Rs.9 lakhs respectively.

45.3. Theta Management Consultancy Private Limited has pledged 13.5 million shares of the Company held by them in connection with a loan obtained by the Company in the FY 19-20

45.4 During the year Mr. K V Kasturi, Chief Financial Officer tendered his resignation from the position. The Board approved the resignation on March 31, 2020. Ms. J Kotteswari has been appointed as Chief Financial Officer with effect from April 01, 2020.

45.5 During the previous year Mr. P Srinivasan, Company Secretary retired from the services of the company on December 27, 2020. Ms. M Kirithika has been appointed as Company Secretary with effect from December 28, 2020.

45.6 Mr. Vankatachalam Sesha Ayyar, Managing Director resigned from the services of the company on September 30, 2021. The board in its meeting dated March 30, 2022 appointed Mr. T Shivaraman as Managing Director for a period of 3 years from the said date, subject to shareholders approval.

45.7. In accordance with shareholders approval for the disposal of biomass investments and sale of one biomass power undertaking, the Company disposed its entire investments in Biobijlee Green Power Limited, a wholly owned subsidiary, to M/s. Janati Biopower Private Limited for Rs 2 lakhs.

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46 a. Leases

The Group adopted Ind AS 116 'Leases' with the date of initial application being April 1, 2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The Group applied Ind AS 116 using the modified retrospective approach, under which the cumulative effect of initial application was recognised in retained earnings at April 1, 2019.

The group taken on lease certain portions of land for installation of windmills and buildings. With the exception of shortterm leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The group classifies its right-of-use assets in a consistent manner under its property, plant and equipment within the same line item as if they were owned by group. (Refer note 5)

On transition to Ind AS 116, the group recognised right-of-use assets amounting to Rs 5,614 lakhs, lease liabilities amounting to Rs. 2,016 lakhs and Rs. 759 lakhs (debit) in retained earnings as at April 1, 2019. The group discounted lease payments using the weighted avarage incremental borrowing rate as at April 1, 2019, which is 10.79% for measuring the lease liability. On application of Ind AS 116, the nature of expenses has changed from lease rent recognised under Other Expenses in previous years to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

The group has taken on lease certain portions of land for installation of windmills and buildings. With the exception of shortterm leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The group classifies its right-of-use assets in a consistent manner under its property, plant and equipment within the same line item as if they were owned by group. (Refer note 5)

Rental expenses recorded for short term leases, under Ind AS116, during the year ended March 31, 2022 is Rs.7 Lakh (Previous year- 48 Lakhs, preceding previous year Rs. 5 lakhs)

In accordance with IND AS 116 Leases, The payment of lease liabilities have been disclosed under cash flow from financing activities in the Cash Flow Statement.

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Not later than one year	370	372	105
Later than one year but not later than five years	1,538	1,485	1398
Later than five years	3,856	4,222	4402
Total	5,764	6,079	5,905

Particulars	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Right-of-use (ROU) asset balance at the beginning of the year	5,444	5,464	-
Right-of-use (ROU) asset balance (Recongised on transition to Ind AS 116)	-	-	5,614
Additions	150	312	207
Less: Impact on modification of lease (Refer 46 b below)	(212)	-	-
Amortisation cost accrued during the year	(309)	(332)	(357)
Right-of-use (ROU) asset balance at the end of the year	5,073	5,444	5,464
Lease Liabilities at the beginning of the year	2,479	2,132	-
Lease liabilities recognized on transition to Ind AS 116	-	-	2,016
Additions	46	167	-
Less: Impact on modification of lease (Refer 46 b below)	(335)		-
Interest cost accrued during the year	323	291	270
Payment of lease liabilities	(152)	(111)	(154)
Lease Liabilities at the end of the year	2,361	2,479	2,132

b. Modification of lease agreements during the year

During the year, one of the land lease agreements entered into by one of the subsidiary M/s. Beta Wind Farm Private as a lessee was amended. This modification of lease terms resulted in a reduction of Right of use asset and lease liabilities by Rs.212Lakhs and Rs.335Lakhs. Consequently, a gain of Rs.123Lakhs has been recognized under exceptional items .

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47. Ratios

Particulars	For the year ended		
	31-Mar-2022	31-Mar-2021	31-Mar-2020
a. Earnings per share - Basic and Dilutive			
Continuing operations			
Profit/(Loss) for the year - Rupees in Lakhs	4,655	(5,071)	3,705
Profit/(loss) arributable to non controlling interest	331	206	(56)
Profit/(loss) attributable to owners of the company	4,324	(5,277)	3,761
Weighted average number of equity shares - Numbers	75,07,23,977	75,07,23,977	75,07,23,977
Par value per share - Rupees	10	10	10
Earnings per share - Basic - Rupees	0.58	(0.70)	0.50
Earnings per share - Diluted - Rupees	0.58	(0.70)	0.50
Discontinued Operations			
Loss for the year - Rupees in Lakhs	(1,077)	(630)	(1,717)
Profit/(loss) arributable to non controlling interest	(251)	(152)	(264)
Profit/(loss) attributable to owners of the company	(826)	(478)	(1,453)
Weighted average number of equity shares - Numbers	75,07,23,977	75,07,23,977	75,07,23,977
Par value per share - Rupees	10	10	10
Earnings per share - Basic - Rupees	(0.11)	(0.07)	(0.19)
Earnings per share - Diluted - Rupees	(0.11)	(0.07)	(0.19)
Total Operations			
Earnings per share - Basic - Rupees	**0.47**	**(0.77)**	**0.31**
Earnings per share - Diluted - Rupees	**0.47**	**(0.77)**	**0.31**
b. Net Asset Value Per Equity Share (Rs.)			
Net Asset Value (Net-worth), as restated	48,946	45,620	51,212
Number of equity shares outstanding at the year end	75,07,23,977	75,07,23,977	75,07,23,977
Number of adjusted equity shares outstanding at the year end	75,07,23,977	75,07,23,977	75,07,23,977
Net Assets Value per equity share (Rs.)	**6.52**	**6.08**	**6.82**
c. Return on Net worth			
Net Profit after tax, as restated	3498	(5,755)	2308
Net worth, as restated	48,946	45,620	51,212
Return on net worth	**0.07**	**(0.13)**	**0.05**
d. EBITDA			
Profit/(loss) after tax (A)	3,498	(5,755)	2,308
Income tax expense (B)	-	-	-
Finance costs (C)	12,161	13,816	15,344
Depreciation and amortization expense (D)	8,862	9,099	9,152
EBITDA (A+B+C+D)	**24,521**	**17,160**	**26,804**

The ratios have been computed as per the following formulae:

(i) Basic and Diluted Earnings per Share

$$\frac{\text{Net Profit after tax, as restated for the year, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$$

(ii) Net Assets Value (NAV)

$$\frac{\text{Net Asset Value attributable to the equity shareholders of the company, as restated, at the end of the year}}{\text{Number of equity shares outstanding at the end of the year}}$$

(iii) Return on Net worth (%)

$$\frac{\text{Net Profit after tax, as restated for the year, attributable to equity share holders}}{\text{Net worth (excluding revaluation reserve), as restated, at the end of the year}}$$

Net-worth (excluding revaluation reserve and non controlling interest), as restated, means the aggregate value of the paid-up share capital (including shares pending allotment) and securities premium account, after adding surplus in Statement of Profit and Loss, as restated.

(iv) EBITDA
Profit/(loss) after tax for the period adjusted for income tax, expense, finance costs, depreciation and amortization expense, as presented in the consolidated statement of profit and loss.

(v) Considering the relaxations given in the guidance note issued by the Institute of Chartered Accountants of India for preparation of IND AS financial statements, the ratios required to be disclosed are not presented in these restated financial statements. Only such ratios required to be presented under SEBI (ICDR) Regulations are disclosed above.

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48 (a) Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

S. No	Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of net profit or (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated net assets	Amount as at 31 March 2022	As % of consolidated profit or loss	For the Year Ended 31 March 2022	As % of consolidated profit or loss	For the Year Ended 31 March 2022	As % of consolidated profit or loss	For the Year Ended 31 March 2022
A	Parent	-37.02%	(17,772)	-135.13%	(4,835)	-4.17%	4	-138.74%	(4,831)
B	**Subsidiaries**								
	Indian								
1	Amrit Environmental Technologies Private Limited	-12.02%	(5,772)	-20.35%	(728)	0.00%	-	-20.91%	(728)
2	Bharath Windfarm Limited	-0.03%	(14)	72.22%	2,584	-3.13%	3	74.30%	2,587
3	Beta Wind farm Private Limited	135.86%	65,219	151.12%	5,407	3.13%	(3)	155.20%	5,404
4	Gamma Green Power Private Limited	1.51%	723	20.79%	744	-1.04%	1	21.40%	745
5	Orient Green Power (Maharashtra) Private Limited	0.00%	-	1.01%	36	0.00%	-	1.03%	36
	Foreign								
7	Orient Green Power Europe B.V.	11.71%	5,621	6.93%	248	105.21%	(101)	4.22%	147
8	Statt Orient Energy (Private) Limited	0.00%	-	1.17%	42	0.00%	-	1.21%	42
C	Minority Interests in all subsidiaries	0.00%	-	2.24%	80	0.00%	-	2.30%	80
D	**Associates (Investment as per the equity method)**								
	Indian								
1	Pallav Power and Mines Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
E	Total	100.00%	48,005	100.00%	3,578	100.00%	(96)	100.00%	3,482

Note:

The above amounts are as considered in the consolidated financial statements after adjusting for eliminations/other consolidation adjustments.

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48 (b) Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

S.No	Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of net profit or (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated net assets	Amount as at 31 March 2021	As % of consolidated profit or loss	For the Year Ended 31 March 2021	As % of consolidated profit or loss	For the Year Ended 31 March 2021	As % of consolidated profit or loss	For the Year Ended 31 March 2021
A	Parent	-34.66%	(15,465)	63.59%	(3,625)	3.07%	5	65.37%	(3,620)
B	Subsidiaries								
	Indian								
1	Amrit Environmental Technologies Private Limited	-10.74%	(4,793)	7.60%	(433)	0.00%	-	7.82%	(433)
2	Bharath Windfarm Limited	-3.70%	(1,651)	-13.45%	767	1.23%	2	-13.89%	769
3	Beta Wind farm Private Limited	130.86%	58,391	59.52%	(3,393)	12.27%	20	60.91%	(3,373)
4	Gamma Green Power Private Limited	5.18%	2,310	-11.59%	661	0.61%	1	-11.95%	662
5	Orient Green Power (Maharashtra) Private Limited	0.00%	2	0.02%	(1)	0.00%		0.02%	(1)
	Foreign								
6	Orient Green Power Europe B.V.	12.82%	5,722	-4.74%	270	87.12%	142	-7.44%	412
7	Statt Orient Energy (Private) Limited	0.24%	105	0.02%	(1)	-4.29%	(7)	0.14%	(8)
C	Minority Interests in all subsidiaries	0.00%	-	-0.95%	54	0.00%	-	-0.98%	54
D	Associates (Investment as per the equity method)								
	Indian								
1	Pallavi Power and Mines Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
E	Total	100.00%	44,621	100.00%	(5,701)	100.00%	153	100.00%	(5,538)

Note:

The above amounts are as considered in the consolidated financial statements after adjusting for eliminations/other consolidation adjustments.

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48 (c) Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

S. No	Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of net profit or (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated net assets	Amount as at 31 March 2020	As % of consolidated profit or loss	For the Year Ended 31 March 2020	As % of consolidated profit or loss	For the Year Ended 31 March 2020	As % of consolidated profit or loss	For the Year Ended 31 March 2020
A	Parent	-30.43%	(15,264)	33.00%	656	14.10%	11	32.28%	667
B	**Subsidiaries**								
	Indian								
1	Amrit Environmental Technologies Private Limited	-8.41%	(4,216)	-24.20%	(481)	0.00%	-	-23.28%	(481)
2	Bharath Windfarm Limited	-5.79%	(2,902)	2.97%	59	-21.79%	(17)	2.03%	42
3	Beta Wind farm Private Limited	129.09%	64,749	110.46%	2,196	21.79%	17	107.12%	2,213
4	Gamma Green Power Private Limited	5.10%	2,559	27.26%	542	1.28%	1	26.28%	543
5	Bicbijlee Green Power Limited	0.00%	-	-0.05%	(1)	0.00%	-	-0.05%	(1)
6	Orient Green Power (Maharashtra) Private Limited	0.00%	2	-0.05%	(1)	0.00%	-	-0.05%	(1)
	Foreign								
7	Orient Green Power Europe B.V.	10.20%	5,113	9.46%	188	105.13%	82	13.07%	270
8	Statt Orient Energy (Private) Limited	0.23%	113	-42.76%	(850)	-20.51%	(16)	-41.92%	(866)
C	Minority Interests in all subsidiaries	0.00%	-	-16.10%	(320)	0.00%	-	-15.49%	(320)
D	**Associates (Investment as per the equity method)**								
	Indian								
1	Pallavi Power and Mines Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
E	Total	100.00%	50,159	100.00%	1,988	100.00%	78	100.00%	2,066

Note:
The above amounts are as considered in the consolidated financial statements after adjusting for eliminations/other consolidation adjustments.

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49 Subsequent Events

a. Subsequent to the balance sheet date, two subsidiaries of the company viz., Clarion Wind Farm Private Limited and Gamma Green Power Private Limited disposed windmills of capacity 4.5 MW and 6 MW respectively. These windmills have completed 25 of years of useful life from the commissioning date. In the view of the management, the cost of future maintenance outweighs the projected revenue generated from these windmills.

b. Subsequent to the balance sheet date, the company disposed its entire shareholding held in M/s. Pallavi Power and Mines Limited Limited, associate company. This investment is adequately provided for in earlier years and hence no impairment is required during the year.

c. Also refer note 18.7.

50 Disposal of Subsidiary/step down subsidiary

a. During the year, one of the subsidiaries M/s. Beta Wind Farm Private Limited disposed its entire shareholding in its Wholly owned subsidiary M/s Beta Wind Farm (AP) Private Limited for Rs.0.14Lakhs. Accordingly, these consolidated results include the losses of Beta Wind Farm (AP) Private Limited till the date of disposal. The impact of derecognition of this stepdown subsidiary is insignificant in these consolidated financial results.

b. During January 2022, the company disinvested its entire stake in statt orient energy private limited. The investment was adequately provided in earlier years. The derecognition of this subsidiary resulted in a gain of Rs. 50 lakhs on these consolidated results under discontinued operations.
Due to the economic turmoil in Srilanka and consequent restrictions imposed on transactions involving foreign exchange, the repatriation of the sale proceeds of Rs. 57 lakhs is pending. The company has made full provision on these receivables on a prudent basis.

51 The Board of Directors of the Company, at its meeting held on January 30, 2020, gave its in-principle approval for merger of its wholly owned subsidiary namely, Bharath Wind Farm Limited with the company. The Board in its meeting dated August 11,2021 reviewed the progress of the merger and having considered the delays involved in securing the requisite clearances, the Board approved the withdrawal of the scheme.
Further, the proposal for merger of M/s. Orient Green Power (Maharashtra) Private Limited was also withdrawn and the board gave its in principle approval for initiating voluntary liquidation of this subsidiary.

52 The Board of Directors of the Company, at their meeting held on January 30, 2020, gave in- principle approval for a scheme of arrangement wherein 50% of the share capital and certain portion of securities premium account would have been utilized towards adjustment of identified business losses of the Company. The draft scheme would have been subject to approval from shareholders and regulatory authorities. Subsequent to the approval of scheme, the par value of the equity share was proposed to be Rs.5 per share.
The Company was directed to re-submit the scheme application with latest financials available, as the review by stock exchanges were not completed within the expected time. Considering the time and costs involved in the process of resubmission, the Board in its meeting dated August 11,2021 approved the withdrawal of the scheme.

53 The figures for previous year have been regrouped wherever necessary to conform to the classification of the current year.

54 These restated consolidated financial information were approved by the Board of Directors on September 05,2022 for submission to Stock Exchanges, Securities and Exchange Board of India , other regulatory authorities and for publishing in the letter of offer.

In terms of our report attached	**For and on behalf of the Board of Directors**
For G.D. Apte & Co.	
Chartered Accountants	
Firm Registration Number 100 515W	
	T. Shivaraman / **Managing Director** / **DIN: 01312018**
	P. Krishna Kumar / **Director** / **DIN: 01717373**
Umesh S. Abhyankar	**J. Kotteswari** / **Chief Financial Officer**
Partner	**M. Krithika** / **Company Secretary**
Membership Number: 113 053	
Place : Pune	Place : Chennai
Date : September 05,2022	Date : September 05,2022

G. D. APTE & CO. Chartered Accountants

ORIENT GREEN POWER COMPANY LTD. CHENNAI

CAPITALISATION STATEMENT

The following table sets forth our capitalization derived from our Limited Reviewed Financial Information for the three month period ended June 30, 2022, and as adjusted for the Issue:

(₹ in Lakhs)

Particulars	Pre-Issue as at June 30, 2022	As adjusted for the Issue
Total Borrowings		
Current borrowings (A)	2,189	[●]
Non-current borrowings (including current maturity)* (B)	1,16,026	[●]
Total Borrowings (C) = (A+B)	1,18,215	[●]
Total Equity attributable to owners of the parent		
Equity Share Capital (D)	75,072	[●]
Reserves and Surplus (E)	(25,298)	[●]
Total Equity attributable to owners of the parent (F) = (D+E)	49,774	[●]
Non-Current Borrowings/Total Equity attributable to owners of the parent (B)/(F)	233.11%	[●]
Total Borrowings/ attributable to owners of the parent (C)/(F)	237.50%	[●]
** These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended). Certified by the Independent Chartered Accountant, M/s. Piyush Kothari & Associates, pursuant to its certificate dated September 7, 2022*		

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated Financial Information as of and for the Fiscals 2022, 2021 and 2020 all prepared in accordance with the Companies Act and Ind AS and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexures and notes thereto and the reports thereon, included in the section titled "Financial Information" on page 118. Unless otherwise stated, the financial information used in this chapter is derived from the Restated Consolidated Financial Statements of our Company.

This discussion contains forward looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward looking statements as a result of certain factors such as those set forth in the sections titled "Risk Factors" and "Forward-Looking Statements" on pages 25 and 18, respectively.

Our fiscal year ends on March 31 of each year, so all references to a particular "fiscal year" and "Fiscal" are to the twelve (12) month period ended March 31 of that fiscal year. References to the "Company", "we", "us" and "our" in this chapter refer to Orient Green Power Company Limited on a consolidated basis, as applicable in the relevant fiscal period, unless otherwise stated.

OVERVIEW OF OUR BUSINESS

Our company is a public limited company, was incorporated in the year 2006. We are one of the leading Indian independent renewable energy- wind based power generation company. As on June 30, 2022, our aggregate installed capacity is 402.3 MW.

We have expanded our business both by acquiring renewable energy assets from third parties, and by developing greenfield projects.

We have diverse customer base with a mixture of off-take arrangements. Our customers include State utilities, private commercial and industrial consumers(C & I Consumers). In respect of C & I consumers, we enter into Power Purchase Agreements (PPAs)/Energy Wheeling Agreements (EWAs) with varying pricing arrangements depending on the type of customer, available tariffs, location and tenure. In respect of power sale to state utilities, we have long term PPA either under Feed in Tariff (FIT) or under Average Power Purchase Cost (APPC) rates.

Wind Energy Business

Our wind farms are located in the states of Tamil Nadu, Andhra Pradesh, Gujarat and Karnataka, which are among the top four Indian states with the highest wind potential. In addition, the company owns a 10.5 MW Wind farm in Croatia, Europe. As of June 30, 2022, our total installed capacity is 402.3 MW. All the wind energy assets are owned through our subsidiaries/ step down subsidiaries.

Sale of electricity

We sell power from our wind energy projects to private power consumers seeking to supplement state power supplies for captive purposes pursuant to short-term PPAs in states where such sales are permitted, such as Tamil Nadu. Our captive consumers are generally larger power consumers having a greater need for reliable power and benefit from additional sources of electricity.

Further, we sell some of the power from our wind energy projects to State owned distribution companies (Discoms) pursuant to long-term PPAs which are approximately 25 years in length. Long-term PPAs provide us with increased visibility on the revenue stream and an assured off-take.

Generation Based Incentive (GBI)

GBI was introduced by the Government to encourage investments in wind energy generators and incentive of 50 paise per unit was given under the scheme subject to the condition that the accelerated depreciation is not claimed under Income Tax Act. This is available for a maximum period of 10 years subject to a cap of Rs 10 million per MW. Presently, we are claiming GBI in respect of 75.6 MW of our wind assets.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF THE OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section entitled '*Risk Factors*' on page 25 of this Draft Letter of Offer. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- Any adverse changes in central or state government policies;
- Any adverse revision in tariff/REC floor price revision by Central Electricity Regulatory Commission (CERC).
- Levy of any new tax or increase in charges such as Transmission charges, Operating and Maintenance charges, Wheeling charges etc.,
- Loss of one or more of our key customers and/or maintenance contractors;
- An increase in the productivity and overall efficiency of our competitors;
- Unfavourable wind patterns resulting in reduced wind availability;
- Delays in recovering dues from state owned distribution companies resulting in loan defaults;
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Changes in technology and our ability to manage any disruption or failure of our technology systems;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which we are involved;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Our ability to compete effectively, particularly in new markets and businesses;
- Changes in foreign exchange rates or other rates or prices;
- Delays in collection of dues/receivables from state-owned distribution companies resulting in delays/defaults of our loan commitments;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors;
- Conflict of interest with our Subsidiary, Individual Promoter and other related parties;
- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Termination of customer contracts without cause and with little or no notice or penalty; and
- Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or noncompliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects.

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Restated Consolidated Financial Statements. For details of our significant accounting policies, please refer section titled "*Financial Information*" on page 118.

CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS

Except as mentioned in chapter "*Financial Information*" on page 118, there has been no change in accounting policies in last 3 years.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

For details, see section titled "*Financial Information*" on page 118.

Principal components of our statement of profit and loss account Revenue

The following descriptions set forth information with respect to the key components of the Restated Consolidated Financial Statements.

Total income

Our revenue comprises of:

Revenue from operations

Our revenue from operations is predominantly from sale of power and other operating revenues comprising income from Renewable Energy Certificates and generation based incentives.

Other Income

Other income comprises interest income, gains from mutual fund investments and sale of scrap.

Expenses

Our expenses primarily comprise cost of maintenance, employee benefit expenses, finance costs, depreciation and amortization expenses and other expenses.

Cost of maintenance

Cost of maintenance expense include the expense incurred for upkeep of windmills to ensure continuous generation and include such expenses incurred towards breakdown maintenance.

Employee benefit expenses

Employee benefit expense consists of salaries and wages, provident fund, gratuity expense and staff welfare expenses.

Finance cost

Finance cost comprises interest expenses on term loans, current borrowing, lease liabilities and other borrowing costs.

Depreciation and Amortization Expense

Depreciation and amortization expense comprises of depreciation/amortization on property, plant and equipment, office equipment, furniture & fixtures, vehicles, leasehold assets, computers, buildings, software, technical knowhow and other Intangible assets.

Other expenses

Other expenses comprises power & fuel, Rent, Repairs and Maintenance – others, Insurance, Rates and Taxes, Communication, Travelling and conveyance, printing and stationary, Freight and forwarding, Sales commission, Hire Charges, Sitting Fees, Legal and professional charges, Payments to auditors, Provision for doubtful trade receivables, Deposits written off, Net loss on foreign currency transactions and translation, Electricity Charges, Bank charges, Watch and Ward and Miscellaneous expenses.

Tax expenses

Tax expense comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws. Deferred tax liability or asset is recognized based on the difference between taxable profit and book profit due to the effect of timing differences and treatment of expenses. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted as at the relevant balance sheet date.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, certain items from our restated consolidated financial statements, in each case also stated as a percentage of our total income:

(₹ in Lakhs)

Particulars	March 31, 2022	Percentage of Total Income (%)	March 31, 2021	Percentage of Total Income (%)	March 31, 2020	Percentage of Total Income (%)
CONTINUED OPERATIONS						
INCOME						
Revenue from Operations	31,063	98.54	25,475	96.97	32,319	83.63
Fixed Charges & other reimbursements	-	-	200	0.76	4,578	11.85
Other Income	459	1.46	595	2.26	1,747	4.52
Total Income (A)	**31,522**	**100.00**	**26,270**	**100.00**	**38,644**	**100.00**
EXPENDITURE						
Cost of Maintenance	5,128	16.27	5,086	19.36	5,389	13.95
Employees Benefit Cost	1,116	3.54	1,190	4.53	1,265	3.27
Finance Cost	12,161	38.58	13,816	52.59	15,344	39.71
Depreciation and Amortisation Expenses	8,862	28.11	9,099	34.64	9,152	23.68
Other Expenses	2,432	7.72	2,994	11.40	3,351	8.67
Total Expenses (B)	**29,699**	**94.22**	**32,185**	**122.52**	**34,501**	**89.28**
Profit/(Loss) before exceptional items and tax (A -B)	**1,823**	**5.78**	**(5,915)**	**(22.52)**	**4,143**	**10.72**
Exceptional Items	**2,832**	**8.98**	**844**	**3.21**	**(438)**	**(1.13)**
Profit/(Loss) before tax	**4,655**	**14.77**	**(5,071)**	**(19.30)**	**3,705**	**9.59**
Tax Expenses						
Current Tax	-	-	-	-	-	-
Deferred Tax	-	-	-	-	-	-
Profit/(Loss) for the year from continued operations after Tax	**4,655**	**14.77**	**(5,071)**	**(19.30)**	**3,705**	**9.59**
DISCONTINUED OPERATIONS						
Profit/(Loss) from discontinued operations before Tax	(1,077)	(3.42)	(630)	**(2.40)**	**(1,717)**	**(4.44)**
Tax expense of discontinued operations	-	-	-	-	-	-
Profit/(Loss) from discontinued operations after Tax	**(1,077)**	**(3.42)**	**(630)**	**(2.40)**	**(1,717)**	**(4.44)**
Profit/(Loss) for the year	**3,578**	**11.35**	**(5,701)**	**(21.70)**	**1,988**	**5.14**
Other Comprehensive Income						
Items that will not be reclassified to profit or loss:						
Remeasurement of Defined Benefit Obligations	4	0.01	6	0.02	(1)	-
Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
Items that may be reclassified to profit or (loss)						
Deferred gains/(losses) on cash flow hedges	-	-	-	-	13	0.03
Recycled to statement of profit & (loss) on closure of hedging arrangements	-	-	22	0.08	-	-
Exchange differences in translating the financial statements of foreign operations	(100)	(0.32)	135	0.51	66	0.17
Income tax relating to items that will be reclassified to profit/(loss)	-	-	-	-	-	-
Total Other Comprehensive Income/(Loss)	**(96)**	**(0.30)**	**163**	**0.62**	**78**	**0.20**

Total comprehensive Income/(loss) for the year	**3,482**	**11.05**	**(5,538)**	**(21.08)**	**2,066**	**5.35**
Profit/(Loss) for the year attributable to:						
- Owners of the company	3,498	11.10	(5,755)	**(21.91)**	**2,308**	**5.97**
- Non-controlling interest	80	0.25	54	**0.21**	**(320)**	**(0.83)**
	3,578	**11.35**	**(5,701)**	**(21.70)**	**1,988**	**5.14**
Other comprehensive Income/(loss) for the year attributable to:						
- Owners of the company	(96)	**(0.30)**	163	**0.62**	**78**	**0.20**
- Non-controlling interest	-	-	-	-	-	-
	(96)	**(0.30)**	**163**	**0.62**	**78**	**0.20**
Total comprehensive Income/(loss) for the year attributable to:						
- Owners of the company	3,402	10.79	(5,592)	(21.29)	2,386	6.17
- Non-controlling interest	80	0.25	54	0.21	(320)	(0.83)
	3,482	**11.05**	**(5,538)**	**(21.08)**	**2,066**	**5.35**

Comparison of Historical Results of Operations*

Fiscal 2022 compared to Fiscal 2021

Total Income

Our total revenue for Fiscal 2022 was ₹ 31,522 Lakhs as compared to ₹ 26,270 Lakhs for the Fiscal 2021, representing an increase of 19.99%. The increase in total revenue was primarily due to resumption of Renewable Energy Certificate (REC) trading contributing ₹ 4,802 Lakhs which includes the RECs accrued in the previous year aggregating to ₹ 2,466 Lakhs and an increase in the sale of power by ₹ 755 Lakhs due to increased power generation. Besides this, other income has reduced by ₹ 336 Lakhs.

Total revenue comprises of:

Revenue

Revenue from operations

Our revenue from operations for the Fiscal 2022 was ₹ 31,063 Lakhs as compared to ₹ 25,475 Lakhs for the Fiscal 2021, representing an increase of 21.94%. The increase is primarily due to resumption of Renewable Energy Certificate (REC) trading contributing ₹ 4,802 Lakhs which includes the RECs accrued in the previous year aggregating to ₹ 2,466 Lakhs and an increase in the sale of power by ₹ 755 Lakhs due to increased power generation.

Fixed charges & Other reimbursement

Our Other reimbursements for the Fiscal 2022 was nil as compared to ₹ 200 Lakhs for the Fiscal 2021.

Other income

Our other income for the Fiscal 2022 was ₹ 459 Lakhs as compared to ₹ 595 Lakhs for the Fiscal 2021, representing a decrease of 22.86%. The decrease in other income was primarily due to the impact of difference in foreign currency translations and gain on mutual fund investments.

Expenditure

Our total expenditure for the Fiscal 2022 was ₹ 29,699 Lakhs as compared to ₹ 32,185 Lakhs for the Fiscal 2021, representing a decrease of 7.72%.

Cost of Maintenance

Our Cost of Maintenance for the Fiscal 2022 was ₹ 5,128 Lakhs as compared to ₹ 5,086 Lakhs for the Fiscal 2021, representing an increase of 0.83%. The increase is primarily due to contract price escalation and marginal increase in consumption of spares.

Employee benefit expenses

Our employee benefit expenses for the Fiscal 2022 was ₹ 1,116 Lakhs as compared to ₹ 1,190 Lakhs for the Fiscal 2021, representing a decrease of 6.22 %. The reduction was primarily due to retirement of Managing Director, Company Secretary and resignation of few other employees. While the Managing Director appointment is made in *30th March 2022*, other responsibilities were assigned to existing employees resulting in reduction in expense.

Finance cost

Finance cost for the Fiscal 2022 was ₹ 12,161 Lakhs as compared to ₹ 13,816 Lakhs for the Fiscal 2021 representing a decrease of 11.98%.

This interest expense reduced by Rs. 1,436 lakhs primarily on account of repayment of Rs.15,419 lakhs of principle and average interest rate reduction by 1% on borrowings . Further, reduction in other borrowing cost by Rs.250 lakhs is on account of closure of hedge contracts during previous year and one time term loan processing fee incurred during previous year.

Depreciation and Amortization Expenses

Our depreciation and amortization expenses for the Fiscal 2022 was ₹ 8,862 Lakhs as compared to ₹ 9,099 Lakhs for the Fiscal 2021, representing a decrease of 2.60%. The decrease is on account of certain windmills completing their useful life.

Other expenses

Our other expenses for the Fiscal 2022 was ₹ 2,432 Lakhs as compared to ₹ 2,994 Lakhs for the Fiscal 2021, representing a decrease of 18.77%. The decrease is primarily due to the reduction in Expected Credit Loss (ECL) provision by ₹ 836 Lakhs. Further, there is an increase in certain charges levied by distribution companies and insurance expenses aggregating to ₹ 258 Lakhs.

Exceptional Items

Our exceptional items for the Fiscal 2022 was ₹ 2,832 Lakhs as compared to ₹ 844 Lakhs for the Fiscal 2021, representing an increase of 235.55%. The increase is primarily on account of income towards differential tariff claim of ₹ 2,441 Lakhs made by an SPV and net gain on modification of lease amounting to ₹ 123 Lakhs. Besides, the profit on sale of assets is comparatively lower by ₹ 512 Lakhs.

Restated Consolidated Profit / (Loss) after tax (Net Profit)

Our restated consolidated profit after tax for the Fiscal 2022 was ₹ 3,578 Lakhs as compared to a loss after tax of ₹ 5,701 Lakhs for the Fiscal 2021, representing increase in profit by 162.76%.

Fiscal 2021 compared to Fiscal 2020

Total Revenue

Our total revenue for Fiscal 2021 was ₹ 26,270 Lakhs as compared to ₹ 38,644 Lakhs for the Fiscal 2020, representing a decrease of 32.02%.

Total revenue comprises of:

Revenue

Revenue from operations

Our revenue from operations for the Fiscal 2021 was ₹ 25,475 Lakhs as compared to ₹ 32,319 Lakhs for the Fiscal 2020, representing a decrease of 21.18%. The decrease is primarily on account of reduction in sale of power by Rs. 2,260 lakhs due to lower generation of power and reduction in REC revenue is due to suspension of REC trading on account of revision of floor price as Nil by CERC. As a result, the REC income during the year reduced by Rs.4,468 Lakhs as compared to the previous year .

Fixed charges and other reimbursement

Our Fixed charges and other reimbursements for the Fiscal 2021 was ₹ 200 Lakhs as compared to ₹ 4,578 Lakhs for the Fiscal 2020, representing a decrease of 95.63%. These reimbursements are based on certain judicial decisions and claims made by the company and are not expected to recur in the normal course.

Other income

Our other income for the Fiscal 2021 was ₹ 595 Lakhs as compared to ₹ 1747 Lakhs for the Fiscal 2020, representing a decrease of 65.94%. The decrease in other income was primarily due to generation loss claim of Rs.1368 Lakhs made by the group in the previous year.

Expenditure

Our total expenditure for the Fiscal 2021 was ₹ 32,185 Lakhs as compared to ₹ 34,501 Lakhs for the Fiscal 2020, representing a decrease of 6.71%.

Cost of Maintenance

Our Cost of Maintenance for the Fiscal 2021 was ₹ 5,086 Lakhs as compared to ₹ 5,389 Lakhs for the Fiscal 2020, representing a decrease of 5.62%. The reduction is primarily due to certain non-recurring repairs/replacements of components in the previous year.

Employee benefit expenses

Our employee benefit expenses for the Fiscal 2021 was ₹ 1,190 Lakhs as compared to ₹ 1,265 Lakhs for the Fiscal 2020, representing a decrease of 5.93%. This was due to attrition/retirement.

Finance cost

Finance cost for the Fiscal 2021 was ₹ 13,816 Lakhs as compared to ₹ 15,344 Lakhs for the Fiscal 2020 representing a decrease of 9.96%.

The interest expense reduced by Rs.907 lakhs primarily on account of repayment of Rs.12,655 lakhs of principle. Further, reduction in other borrowing cost by Rs.622 lakhs is on account of reduction in hedge cost due to repayment External Commercial Borrowings.

Depreciation and Amortization Expenses

Our depreciation and amortization expenses for the Fiscal 2021 was ₹ 9,099 Lakhs as compared to ₹ 9,152 Lakhs for the Fiscal 2020, representing a decrease of 0.58% on account of certain windmills completing their useful life.

Other expenses

Our other expenses for the Fiscal 2021 was ₹ 2,994 Lakhs as compared to ₹ 3,351 Lakhs for the Fiscal 2020, representing a decrease of 10.65%. The reduction is primarily on account reduction in provisioning, travel, conveyance and utility expense reduction on account of covid restrictions.

Exceptional Items

Our exceptional items for the Fiscal 2021 was ₹ 844 Lakhs representing the profit on sale of assets as compared to a loss of ₹ 438 Lakhs representing the CWIP written off amounting to ₹ 594 Lakhs and the gain on the sale of assets amounting to ₹ 156 Lakhs, representing an increase in profit by 292.69%.

Restated Consolidated Profit / (Loss) after tax (Net Profit)

Our restated consolidated loss after tax for the Fiscal 2021 was ₹ 5,701 Lakhs as compared to profit after tax of ₹ 1,988 Lakhs for the Fiscal 2020.

Quarter ended June 30, 2022 compared with Quarter ended June 30, 2021

(in Lakhs)

Particulars	**Period ended June 30, 2022 (Consolidated)**		**Period ended June 30, 2021 (Consolidated)**	
	Amount	**Percentage of Total Income (%)**	**Amount**	**Percentage of Total Income (%)**
CONTINUED OPERATIONS				
INCOME				
Revenue from operations	7,769	99.36	7,531	97.25
Other Income	50	0.64	213	2.75
Total Income	**7,819**	**100.00**	**7,744**	**100.00**
EXPENDITURE				
Cost of Maintenance	1,270	16.24	1,327	17.14
Employee benefit expense	301	3.85	299	3.86
Finance Cost	2,756	35.25	3,187	41.15
Depreciation and amortisation expense	2,071	26.49	2,238	28.90
Other Expenses	826	10.56	483	6.24
Total Expenditure	**7,224**	**92.39**	**7,534**	**97.29**
Profit/(Loss) before exceptional items and tax	**595**	**7.61**	**210**	**2.71**
Exceptional items	410	5.24	73	0.94
Profit/(Loss) before tax	**1,005**	**12.85**	**283**	**3.65**
TAX EXPENSES				
Current Tax	-	-	-	-
Deferred Tax	-	-	-	-
Total tax	-	-	-	-
Profit (Loss) for the period from continuing operations (after tax)	**1,005**	**12.85**	**283**	**3.65**
DISCONTINUED OPERATIONS				
Profit/(Loss) from discontinued operations before Tax	(129)	(1.65)	(63)	(0.81)
Tax expense of discontinued operations	-	-	-	-
Profit/(Loss) from discontinued operations after Tax	**(129)**	**(1.65)**	**(63)**	**(0.81)**
Profit/(Loss) for the year	**876**	**11.20**	**220**	**2.84**
Other Comprehensive Income				
Items that will not be reclassified to profit or loss:				
Remeasurement of Defined Benefit Obligations - (loss)/gain	(1)	(0.01)	(2)	(0.03)
Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-
Items that may be reclassified to profit or (loss)				
Deferred gains/(losses) on cash flow hedges	-	-	-	-
Recycled to statement of profit & (loss) on closure of hedging arrangements	-	-	-	-

Particulars	Period ended June 30, 2022 (Consolidated)		Period ended June 30, 2021 (Consolidated)	
	Amount	Percentage of Total Income (%)	Amount	Percentage of Total Income (%)
Exchange differences in translating the financial statements of foreign operations	(56)	(0.72)	245	3.16
Income tax relating to items that will be reclassified to profit/(loss)	-	-	-	-
Total Other Comprehensive Income/(Loss)	**(57)**	**(0.73)**	**243**	**3.14**
Total comprehensive Income/(loss) for the year	**819**	**10.47**	**463**	**5.98**
Profit/(Loss) for the year attributable to:				
- Owners of the company	885	11.32	94	1.21
- Non-controlling interest	(9)	(0.12)	126	1.63
	876	**11.20**	**220**	**2.84**
Other comprehensive Income/(loss) for the year attributable to:				
- Owners of the company	(57)	(0.73)	243	3.14
- Non-controlling interest	-	-	-	-
	(57)	**(0.73)**	**243**	**3.14**
Total comprehensive Income/(loss) for the year attributable to:				
- Owners of the company	828	10.59	337	4.35
- Non-controlling interest	(9)	(0.12)	126	1.63
	819	**10.47**	**463**	**5.98**

Total Revenue

Our total revenue for Quarter ended June 2022 was ₹ 7,819 Lakhs as compared to ₹ 7,744 Lakhs for the Quarter ended June 2021, representing an increase of 0.97%.
Total revenue comprises of:

Revenue

Revenue from operations

Our revenue from operations for the Quarter ended June 2022 was ₹ 7,769 Lakhs as compared to ₹ 7,531 Lakhs for the Quarter ended June 2021, representing an increase of 3.16%. The increase is primarily on account of resumption of REC trading which resumed during November 2021 resulting in increased revenue by Rs.547 Lakhs. Besides this, revenue from sale of power reduced by Rs. 306 Lakhs due to reduced generation.

Other income

Our other income for the Quarter ended June 2022 was ₹ 50 Lakhs as compared to ₹ 213 Lakhs for the Quarter ended June 2021, representing a decrease of 76.53%. The reduction is on account of Rs.130 Lakhs of net exchange fluctuation gain and Rs. 68 Lakhs of scrap sales in the corresponding previous period

Expenditure

Our total expenditure for the Quarter ended June 2022 was ₹ 7,224 Lakhs as compared to ₹ 7,534 Lakhs for the Quarter ended June 2021, representing a decrease of 4.11 %.

Cost of Maintenance

Our Cost of Maintenance for the Quarter ended June 2022 was ₹ 1,270 Lakhs as compared to ₹ 1,327 Lakhs for the Quarter ended June 2021, representing a decrease of 4.30%. The reduction is on account of reduced maintenance expenses in few contracts despite regular escalation in others.

Employee benefit expenses

Our employee benefit expenses for the Quarter ended June 2022 was ₹ 301 Lakhs as compared to ₹ 299 Lakhs for the Quarter ended June 2021, representing an increase of 0.67%. The marginal increase in employee benefit expense is on account of regular appraisal/ increment besides retirement/attrition of certain employees whose responsibilities were assigned to existing employees.

Finance cost

Finance cost for the Quarter ended June 2022 was ₹ 2,756 Lakhs as compared to ₹ 3,187 Lakhs for the Quarter ended June 2021 representing a decrease of 13.52%. This decrease of Rs. 431 lakhs is primarily on account of repayment of term loan obligation and reduction in interest rate on account of improved rating.

Depreciation and Amortization Expenses

Our depreciation and amortization expenses for the Quarter ended June 2022 was ₹ 2,071 Lakhs as compared to ₹ 2,238 Lakhs for the Quarter ended June 2021, representing a decrease of 7.46% on account of certain windmills completing their useful life.

Other expenses

Our other expenses for the Quarter ended June 2022 was ₹ 826 Lakhs as compared to ₹ 483 Lakhs for the Quarter ended June 2021, representing an increase of 71.01 %which is predominantly on account of increased provisioning on certain receivables as per the Expected Credit Loss (ECL) policy of the company.

Exceptional Items

Our Exceptional items for the Quarter ended June 2022 was ₹ 410 Lakhs as compared to ₹ 73 Lakhs for the Quarter ended June 2021, representing an increase of 461.64%. The increase is primarily on account of increased profit from sale of assets by Rs. 1,247 Lakhs. Besides this, provisions of exceptional nature for interest expense of ₹ 501 lakhs and for reinforcement of foundation ₹ 441 Lakhs are accounted during the current period.

Profit before tax

Our Profit before tax for the Quarter ended June 2022 was ₹ 1,005 Lakhs as compared to ₹ 283 Lakhs for the Quarter ended June 2021, representing an increase of 255.12%.

Profit after tax

Our Profit after tax for the Quarter ended June 2022 was ₹ 876 Lakhs as compared to ₹ 220 Lakhs for the Quarter ended June 2021, representing an increase of 298.18%.

CASH FLOWS

The following table sets forth certain information relating to our cash flows with respect to operating activities, investing activities and financing activities for the periods indicated:

(in ₹ Lakhs)

Particulars	Fiscal 2022 (Consolidated)	Fiscal 2021 (Consolidated)	Fiscal 2020 (Consolidated)
Net (loss) / profit before tax	3,578	(5,701)	1,988
Net cash from/ (used in) operating activities	22,098	18,995	26,742
Net cash from/ (used in) investing activities	2,096	5,808	2,541
Net cash from/ (used in) financing activities	(24,632)	(24,290)	(29,406)
Net increase/ (decrease) in cash and cash equivalents	**(438)**	**513**	**(123)**
Cash and cash equivalents at the beginning of the year/period	1,355	819	945
Exchange differences on translation of foreign currency cash and cash equivalents	15	23	(3)
Effects on derecognition of subsidiary	(103)	-	-
Cash and cash equivalents at year/period end	**829**	**1,355**	**819**

Operating activities

Operating activities comprise of profit/(loss) for the year before interest, depreciation and finance charges, changes in working capital and further adjustment of non-cash items.

Net cash from operating activities for the period ended March 31, 2022 was ₹ 22,098 Lakhs as compared to the Net Profit before tax of ₹ 3,578 Lakhs for the same period. This difference is primarily on account of trade, other payables and increased receivables/claims.

Net cash from operating activities for the period ended March 31, 2021 was ₹ 18,995 Lakhs as compared to the Net loss before tax of ₹ 5,701 Lakhs for the same period. This difference is primarily on account of trade, other payables and increased receivables/claims.

Net cash from operating activities for the period ended March 31, 2020 was ₹ 26,742 Lakhs as compared to the Net Profit before tax of ₹ 1,988 Lakhs for the same period. This difference is primarily on account of trade, other payables and increased receivables/claims.

Investing activities

Investing activities comprises of purchase of property, plant and equipment, proceeds from disposal of Property, Plant and Equipment, repayment of loan from related parties and interest received form Inter corporate loans and Bank deposits.

Net cash generated from investing activities for period ended March 31, 2022 was ₹ 2,096 Lakhs. This was predominantly on account of Rs.2,132 Lakhs of proceeds received from/advances for disposal of Property, Plant and Equipment.

Net cash generated from investing activities for period ended March 31, 2021 was ₹ 5,808 Lakhs. This was mainly on account of Rs. 5,092 Lakhs of loan repayments from the related parties and Rs. 1,430 Lakhs of proceeds from disposal of property, plant and equipment.

Net cash generated from investing activities for period ended March 31, 2020 was ₹ 2,541 Lakhs. This was mainly on account of Rs. 2,332 Lakhs of loan repayments from the related parties and Rs. 220 Lakhs of interest received.

Financing activities

Financing activities comprises of payment of lease liabilities, proceeds from long term borrowings-banks/others, repayment of long-term borrowings banks/others, proceeds from short term borrowings and interest.

Net cash used in financing activities for period ended March 31, 2022 was ₹ 24,632 Lakhs. This was on predominantly account of repayment of principal and interest of Rs. 15,419 Lakhs and 11,748 Lakhs respectively. Besides this there are proceeds from long term borrowings of Rs. 2,660 Lakhs

Net cash used in financing activities for period ended March 31, 2021 was ₹ 24,290 Lakhs. This was on predominantly account of repayment of principal and interest of Rs. 12,665 Lakhs and 11,185 Lakhs respectively.

Net cash used in financing activities for period ended March 31, 2020 was ₹ 29,406 Lakhs. This was on predominantly account of repayment of principal and interest of Rs. 14,323 Lakhs and 14,909 Lakhs respectively.

Contingent liabilities and off-balance sheet arrangements

The following table sets forth certain information relating to our contingent liabilities:

(in ₹ Lakhs)

Sr. No.	Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
1	**Contingent Liabilities (Net of Provision)**			

Sr. No.	Particulars	Fiscal 2022	Fiscal 2021	Fiscal 2020
	a). Income Tax Demands against which the Group has gone on Appeal*	227	300	300
	b). Service Tax Demands against which the Group has gone on Appeal*	1,465	1,465	1,465
	c). Corporate Guarantees given	-	12,497	32,743
	d). Claims against the Company/subsidiary, not acknowledged as debt	241	-	-
2	**Commitments**	-	-	-

The Company expects a favourable decision with respect to the above based on professional advice and, hence, no provision for the same has been made.

Off-Balance Sheet Arrangements

We do not have any other off-balance sheet arrangements or other relationships with unconsolidated entities, such as special purpose vehicles, that have been established for the purposes of facilitating off-balance sheet arrangements.

Capital Expenditure

Capital expenditure is incurred mainly towards lease hold assets, land parcels and other miscellaneous assets. The primary sources of finance for these additions are out of cash generated from operations.

Qualitative Disclosure about Market Risk

Market risk is the risk of loss related to adverse changes in the market prices, including interest rate risk, foreign exchange risk, credit risk and inflation risk. Our principal market risks are tariff revisions, market prices of electricity, interest rate risk, credit risk and foreign exchange risk.

Total Debt

For details of our borrowings, please see section titled *"Financial Information"* on page 118 of this Draft Letter of Offer.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as described in the section titled *"Risk Factors"* and chapter titled *"Management's Discussion and Analysis of Financial Conditions and Results of Operations"* beginning on pages 25 and 198, respectively, to our knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

Unusual or Infrequent Events or Transactions

Except as described elsewhere in this Draft Letter of Offer, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant economic/regulatory changes

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income except as mentioned in the section titled *"Risk Factors"* on page 25.

Except as disclosed in this Draft Letter of Offer, to our knowledge, there are no significant regulatory changes that materially affected or are likely to affect our income from continuing operations.

Expected future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known

Other than as described in the section titled *"Risk Factors"* and chapter titled *"Management's Discussion and Analysis of Financial Conditions and Results of Operations"* beginning on pages 25 and 198, respectively, and elsewhere in this Draft Letter of Offer, there are no known factors to our knowledge which would have a material adverse impact on the relationship between costs and income of our Company. Our Company's future costs and revenues will be determined by demand/supply situation and government policies.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

Increase in revenues is by and large linked to increase in sale of units of our existing portfolio of products, introduction of new categories under existing brands and addition to new distribution channels.

Competitive Conditions

We expect competition in the sector from existing and potential competitors to vary. However, on account of our core strengths like customer relationship management, active price negotiations and effective machine availability, we are able to stay competitive. For further details, kindly refer the chapter titled *"Our Business"* beginning on page 92.

Total Turnover of Each Major Business Segment

We operate only in one business segment i.e. Sale of Power from wind energy. The turnover details are given in "*Financial Information*" at page 118.

New Product or Business Segment

Except as disclosed in *"Our Business*" on page 92, we have not announced and do not expect to announce in the near future any new products or business segments.

Seasonality of Business

Our Company's business is seasonal in nature. Typically, the wind generation is higher from May to November.

Significant dependence on a Single or Few Suppliers or Customers

Other than as described in this Draft Letter of Offer, particularly in sections *"Risk Factors"* on page 25, to our knowledge, there is no significant dependence on a single or few customers or suppliers.

Related party transactions

The details of Related Party Transactions for financial year 2021-22, 2021-20 and 2019-20 on consolidated basis, please see the "*Related Party Disclosure"* in section titled "*Financial Information*" at page 118 of this Draft Letter of Offer.

(a) Subsidiary Company

The list of direct and step-down subsidiaries of the company are given below:

Sr.No.	Name of the Subsidiary	Principal Activity	Country of Incorporation	Relationship	Effective Ownership Interest as at		
					March 31, 2022	March 31, 2021	March 31, 2020
1	Beta Wind Farm Private Limited	Generation and sale of power from renewable	India	Subsidiary	74.00%	74.00%	74.00%
2	Beta Wind Farm (Andhra		India	Subsidiary of Beta Wind	Disposed during the year	100.00%	

Sr.No.	Name of the Subsidiary	Principal Activity	Country of Incorporation	Relationship	Effective Ownership Interest as at		
					March 31, 2022	March 31, 2021	March 31, 2020
	Pradesh) Private Limited	energy sources		Farm Private Limited			100.00%
3	Bharath Wind Farm Limited		India	Subsidiary	100.00%	100.00%	100.00%
4	Clarion Wind Farm Private Limited		India	Subsidiary of Bharath Wind Farm Limited	72.35%	72.35%	72.35%
5	Gamma Green Power Private Limited		India	Subsidiary	72.50%	72.50%	72.50%
6	Orient Green Power Europe B.V.		Netherlands	Subsidiary	100.00%	100.00%	100.00%
7	Vjetro Elektrana Crno Brdo d.o.o.		Croatia	Subsidiary of Orient Green Power (Europe) B.V.	50.96%	50.96%	50.96%
8	Orient Green Power d.o.o.		Macedonia		64.00%	64.00%	64.00%
9	Biobijlee Green Power Limited		India	Subsidiary	NA	NA	Disposed during the year*
10	Orient Green Power (Maharashtra) Private Limited		India	Subsidiary	100.00%	100.00%	100.00%
11	Statt Orient Energy (Private) Limited		Sri Lanka	Subsidiary	Disposed during the year	90.00%	90.00%
12	Amrit Environmental Technologies Private Limited		India	Subsidiary	74.00%	74.00%	74.00%

(b) Associate Company

The Company had one associate company named Pallavi Power and Mines Limited. During April 2022, this associate has been disposed.

(c) Key management personnel (KMP) of the reporting entity

Sr. No.	Name	Designation
1	T Shivaraman	Managing Director & CEO
2	V Jayanarayanan	Group Financial Controller
3	J Kotteswari	Chief Financial Officer
4	R Kannan	Chief Operating Officer
5	M Kirithika	Company Secretary & Compliance officer

Significant Developments since last balance sheet date

Except as disclosed above and in this Draft Letter of Offer, including under *"Our Business*" and "*Risk Factors"* on pages 92 and 25 respectively, to our knowledge no circumstances have arisen since March 31, 2022, the date of the last financial information disclosed in this Draft Letter of Offer which materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

MARKET PRICE INFORMATION

Our Company's Equity Shares have been listed and actively being traded on BSE and NSE from October 8, 2010.

a) Year is a Financial Year;

b) Average price is the average of the daily closing prices of the Equity Shares for the year, or the month, as the case may be;

c) High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of the Equity Shares, as the case may be, for the year, or the month, as the case may be; and

d) In case of two days with the same high / low / closing price, the date with higher volume has been considered.

Stock Market Data of the Equity Shares

The high, low and average market closing prices recorded on the Stock Exchanges during the last three years and the number of Equity Shares traded on these days are stated below:

a) **BSE Limited**

Financial Year	High (₹)	Date of high	No. of shares traded on date of high	Total volume traded on date of high (in ₹)	Low (₹)	Date of low	No. of shares traded on date of low	Total volume of traded on date of low (in ₹)	Average price for the year (₹)
2022	27.40	11-01-22	8502648	232803142	1.82	19-04-21	352643	637992	7.51
2021	3.52	08-01-21	3440381	12110141	1.52	01-04-20	166	247	2.25
2020	5.61	03-07-19	115568	638569	1.25	19-03-20	24436	31195	2.79

(Source: www.bseindia.com)

b) National Stock Exchange of India Limited

Financial Year	High (₹)	Date of high	No. of shares traded on date of high	Total volume traded on date of high (in ₹)	Low (₹)	Date of low	No. of shares traded on date of low	Total volume of traded on date of low (in ₹)	Average price for the year (₹)
2022	27.10	11-01-22	6178452	167406744	1.80	19-04-22	966585	1743594	7.44
2021	3.45	08-01-21	904722	3121291	1.50	01-04-20	70908	104604	2.24
2020	5.60	03-07-19	322312	1794002	1.25	24-03-20	152154	195255	2.77

(Source: www.nseindia.com)

Notes:
High, low and average prices are based on the daily closing prices.
In case of two days with the same high or low price, the date with the high volume has been considered.

Market Prices for the last six calendar months

The total number of days trading during the past six months, from March 2022 to August 2022 was 124. The average volume of Equity Shares traded on the BSE was 13,35291.38 per day.

The high and low prices and volume of Equity Shares traded on the respective date on the BSE during the last six months preceding the date of filing of this Draft Letter of Offer are as follows:

a) BSE Limited

Month	Date of high	High (₹)*	Volume (No. of shares)	Total volume traded on date of high (in ₹)	Date of low	Low (₹)*	Volume (No. of shares)	Total volume traded on date of low (in ₹)	Average price for the month (₹)**
Aug 2022	02-08-22	10.60	2197048	37849496	29-08-22	8.94	1271365	11418172	9.50
July 2022	05-07-22	10.61	387909	4115714	08-07-22	9.15	3022481	28258727	9.65
June 2022	01-06-22	9.48	1377726	12793147	22-06-22	6.88	1109773	7662704	8.27
May 2022	18-05-22	11.57	1324684	15306080	30-05-22	8.60	5704896	49710899	10.33
Apr 2022	06-04-22	13.15	4343345	56272350	27-04-22	10.79	1907409	20693831	12.12
Mar 2022	23-03-22	15.56	737844	11465779	07-03-22	10.49	693949	7296956	13.07

(Source: www.bseindia.com)
** High and low prices are based on the high and low of the daily closing prices.*
***Average of the daily closing prices.*

b) National Stock Exchange of India Limited

The total number of days trading during the past six months, from March 2022 to August 2022 was 124. The average volume of Equity Shares traded on the NSE was 44,01,761.86 per day.

The high and low prices and volume of Equity Shares traded on the respective date on the NSE during the last six months preceding the date of filing of this Draft Letter of Offer are as follows:

Month	Date of high	High (₹)*	Volume (No. of shares)	Total volume traded on date of high (in ₹)	Date of low	Low (₹)*	Volume (No. of shares)	Total volume traded on date of low (in ₹)	Average price for the month (₹)**
Aug 2022	02-08-22	10.6	17797565	187877699	29-08-22	8.95	3043481	27340135	9.50
July 2022	05-07-22	10.35	454253	4701519	08-07-22	9.15	8474235	79154230	9.59
June 2022	01-06-22	9.45	4541138	42139908	22-06-22	6.85	2377567	16436625	8.23
May 2022	18-05-22	11.55	2640711	30489754	30-05-22	8.60	19440047	171103548	10.34
Apr 2022	06-04-22	13.10	12035503	155213608	27-04-22	10.80	4969295	53985294	12.11
Mar 2022	23-03-22	15.60	5702882	88770354	07-03-22	10.45	2209159	23143004	12.96

(Source: www.nseindia.com)
** High and low prices are based on the high and low of the daily closing prices.*
***Average of the daily closing prices.*

In the event the high or low or closing price of the Equity Shares are the same on more than one day, the day on which there has been higher volume of trading has been considered for the purposes of this chapter.

The Board of our Company has approved the Issue at their meeting held on April 12, 2022. The high and low prices of our Company's shares as quoted on the BSE and NSE on April 13, 2022, the day on which the trading happened immediately following the date of the Board meeting is as follows:

Date	Volume (No of equity Shares)	Highest Price (₹)	Low price (₹)
BSE			
April 13, 2022	1192881	12.67	12.33
NSE			
April 13, 2022	4140118	12.70	12.30

Source: www.nseindia.com and www.bseindia.com

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (i) criminal proceedings involving our Company, Directors, Subsidiaries or Promoters; (ii) actions by any statutory or regulatory authorities involving our Company, Directors, Subsidiaries or Promoters; or (iii) claim involving our Company, Directors, Subsidiaries or Promoters for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved), (iv) proceeding involving our Company, Directors, Subsidiaries or Promoters (other than proceedings covered under (i) to (iii) above) which has been determined to be "material" pursuant to our Company's 'Policy on determination of materiality of events' framed in accordance with Regulation 30 of the SEBI Listing Regulations ("**Materiality Policy**").

In terms of the Materiality Policy, other than outstanding criminal proceedings, actions taken by any statutory or regulatory authority and claims for any direct or indirect tax liabilities mentioned in point (i) to (iii) above, all other pending litigation:

A. *involving our Company, Promoters and Subsidiaries ("**Relevant Parties**"):*

i. *where the aggregate monetary claim made by or against the Relevant Parties, in any pending civil litigation proceeding is in excess of 10% of the turnover or 10% of the net worth, whichever is higher in the most recently completed Fiscal as per the Restated Consolidated Financial Information (being March 31, 2022) shall be considered material and will be disclosed in the Offer Documents. 10% of the net worth as per the Restated Consolidated Financial Statements amounts to ₹ 4,894 lakhs. Accordingly, all outstanding civil litigation proceedings where the aggregate monetary claim made by or against the Relevant Parties, in any such pending litigation proceeding is in excess of ₹ 4,894 lakhs shall be considered material;*

ii. *where the aggregate monetary claim made by or against our Promoter, namely SEPC Limited, in accordance with its materiality policy dated August 13, 2022, is higher of 10% of its turnover or 10% of the net worth of the Promoter, whichever is higher, as per its latest audited financials for the financial year ending March 31, 2021 being ₹ 9,945 lakhs. Accordingly, all outstanding civil litigation proceedings where the aggregate monetary claim made by or against our Promoter, in any such pending litigation proceeding is in excess of ₹ 9,945 lakhs shall be considered material; and*

iii. *where the monetary liability is not quantifiable, or which does not fulfil the threshold specified in (i) above, but the outcome of which could, nonetheless may have a material adverse effect on the position, business, operations, prospects or reputation of our Company will be considered "material" and will be disclosed in the Offer Documents.*

B. *involving our Directors and our Promoters (individually or in aggregate), the outcome of which would materially and adversely affect the business, operations, prospects, financial position or reputation of our Company, irrespective of the amount involved, has been considered as material.*

Further, except as disclosed in this section, there are no (i) disciplinary action taken against any of our Promoters by SEBI or the Stock Exchange in the five Fiscals preceding the date of this Draft Letter of Offer; and (ii) litigation involving our Subsidiaries which may have a material impact on our Company.

*Further, in accordance with the Materiality Policy, a creditor of our Company, shall be considered to be material creditor (except banks and financial institutions from whom our Company has availed financing facilities) for the purpose of disclosure in the offer documents, if amounts due to such creditor exceeds 10 per cent of the total trade payables of our Company as per the most recently completed Fiscal as per the Restated Consolidated Financial Information. Accordingly, we have disclosed consolidated information of outstanding dues owed to any creditors of our Company, separately giving details of number of cases and amount for all dues where each of the dues exceed ₹ 187 lakhs (being approximately 10% of total trade payables of our Company as at March 31, 2022 as per the Restated Consolidated Financial Information) ("**Material Dues**"). Further, in accordance with the Materiality Policy for the disclosure of the outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**") will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

Unless stated to the contrary, the information provided in this section is as of the date of this Draft Letter of Offer. All terms defined in a summary pertaining to a particular litigation shall be construed only in respect of the summary of the litigation where such term is used.

1. LITIGATION INVOLVING OUR COMPANY

i. Litigation against our Company

1. Criminal Proceedings

Our Company and Lokendra Pal Garg and others ("**Complaints**") executed a Memorandum of Understanding dated December 7, 2017 ("**MoU**") contemplating transfer of 100% equity shareholding of M/s Amrit Environmental Technologies Private Limited, an erstwhile subsidiary of our Company to the Complaints. In accordance with the terms of the MoU, the Complaints had amongst other terms, agreed to settle the term loan of our Company which was availed from Infrastructure Leasing & Financial Services Limited ("**IL&FS**") and amounted to ₹ 3,900 lakhs, post which our Company was to provide a no-objection certificate from IL&FS for the leased land situated at RIICO Industrial Area, Village Keshwala, Tehsil Kotputli, District Jaipur ("**Land**"), which was mortgaged with IL&FS in the said loan. Thereafter, our Company and the Complaints also executed a Share Purchase Agreement dated June 27, 2018 in respect of the sale of the entire shareholding held by our Company in M/s Amrit Environmental Technologies Private Limited to the Complaints, which had a condition precedent obligating our Company to make the properties of our erstwhile free of all encumbrances. Since our Company could not obtain a no-objection certificate from IL&FS for removing the encumbrance created over the Land, the Complainants filed a first information report against our Company before Jalupura Police Station, Jaipur. The Police after due investigation closed the first information report on the grounds that a similar arbitration petition has been filed by the Complaints against our Company. Subsequently the Complainant filed a criminal revision petition bearing number 1851 of 2019 before the Hon'ble District Court, Jaipur challenging the closure report issued by the policy in the first information report filed by him. The petition is currently pending.

2. Actions taken by Statutory/Regulatory Authorities

Nil

3. Tax Proceedings

Below are the details of pending tax cases involving our Company, specifying the number of cases pending and the total amount involved:

(₹ in lakhs)

Particulars	Number of cases	Amount involved*
Indirect Tax		
Sales Tax/VAT	Nil	Nil
Central Excise and Customs	Nil	Nil
Service Tax	Nil	Nil
Total	**Nil**	**Nil**
Direct Tax		
Cases filed against our Company	Nil	Nil
Cases filed by our Company	6	Not quantifiable
Total	**6**	**Not quantifiable**

**To the extent quantifiable*

4. Other Material Litigations

a) IL&FS Financial Services Limited ("**IL&FS**") sanctioned a term loan of ₹ 3,900 lakhs in favour of one of our subsidiaries, M/s. Amrit Environmental Technologies Private Limited ("**AETPL**") (such loan, the "**Loan**") to adjust the existing bridge Loan of one of our Subsidiaries, namely Beta Wind Farm Private Limited and disbursed the same on July 09, 2014. Our Company had provided a corporate guarantee for the Loan and pledged 23% of its shareholding held in Beta Wind Farm Private Limited. An instalment in relation to the Loan was due on June 28, 2018 and demand notices seeking payment of the same were issued by IL&FS to AETPL and our Company. Our Company replied to all such demand notices, however IL&FS failed to reply to any of them, and an amount of ₹ 3,647.03 lakhs was outstanding against the Loan on December 31, 2020. In the meantime, IL&FS had been taken over in accordance with the directions issued by the Government of India and accordingly a response to any of our letters was not provided by IL&FS. Subsequently, IL&FS filed a case before Hon'ble National Company Law Tribunal, having its bench at Chennai ("**NCLT**") filed an insolvency petition against our Company to recover the Loan. Thereafter, our Company submitted a one-time settlement proposal with IL&FS for repayment of the Loan and the same has been recommended by IL&FS before NCLT. The matter is currently pending before the NCLT.

b) Commercial summary suit bearing number 40 of 2021 was filed by Edelweiss Special Opportunities Fund ("**Edelweiss**") against one of our Promoters, SVL Limited ("**SVL**") and our Company before the Commercial Division of the Bombay High Court whereunder Edelweiss allegedly claimed that it was entitled to a sum of ₹ 2,959.34 lakhs by contending that the same constitutes agreed return and other contractual charges due and payable under the shareholder option agreement executed on November 26, 2018 between the Edelweiss and SVL (hereinafter, the "**Option Agreement**"). Our Company is not a party to the Option Agreement. The summary suit has been opposed by both SVL and our Company, on the grounds that *inter alia,* our Company is not a party to the Option Agreement and that the Option Agreement is void under the Indian Contract Act, 1872 and the Securities Contracts (Regulation) Act, 1956. This matter is currently pending.

c) Our Company and Lokendra Pal Garg and others ("**Claimants**") executed a Memorandum of Understanding dated December 7, 2017 ("**MoU**") contemplating transfer of 100% equity shareholding of M/s Amrit Environmental Technologies Private Limited, an erstwhile subsidiary of our Company to the Claimants. In accordance with the terms of the MoU, the Claimants had amongst other terms, agreed to settle the term loan of our Company which was availed from Infrastructure Leasing & Financial Services Limited ("**IL&FS**") and amounted to ₹ 3,900 lakhs, post which our Company was to provide a no-objection certificate from IL&FS for the leased land situated at RIICO Industrial Area, Village Keshwala, Tehsil Kotputli, District Jaipur ("**Land**"), which was mortgaged with IL&FS in the said loan. Thereafter, our Company and the Claimants also executed a Share Purchase Agreement dated June 27, 2018 in respect of the sale of the entire shareholding held by our Company in M/s Amrit Environmental Technologies Private Limited to the Claimants, which had a condition precedent obligating our Company to make the properties of our erstwhile free of all encumbrances. Since our Company could not obtain a no-objection certificate from IL&FS for removing the encumbrance created over the Land, the Claimants invoked the arbitration clause of the MoU and of the share purchase agreement and filed a statement of claim before the Sole Arbitrator alleging that a dispute has arisen from the fact that there was a failure on part of our Company to perform its obligation to obtain a no-objection certificate from IL&FS, which led to the Claimants not being able to utilize the Land to establish and run a Biomass Electricity Generation plant, thereby causing a loss to the Claimants. The Claimants have prayed the Sole Arbitrator to pass an award directing *inter alia*, our Company (i) to obtain a no-objection certificate from IL&FS for removing the encumbrance created over the Land and transfer the remainder 75% shareholding held in M/s Amrit Environmental Technologies Private Limited to the Claimants; and (ii) to pay a sum of ₹ 2,091.88 lakhs on account of *inter alia* non-performance of obligations by our Company as per the MoU and the share purchase agreement, expenditure incurred by the Claimants on account of setting up electricity generation unit, construction of boundary wall at an alternate site, expenditure incurred towards maintenance of the Land, *etc*. Our Company has filed defence submissions dated February 4, 2020 and the arbitration is currently pending.

5. *Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals*

Nil

ii. Litigation by our Company

1. *Criminal Proceedings*

Nil

2. *Civil and other Material Litigations*

Nil

2. LITIGATION INVOLVING OUR PROMOTER

Cases filed against our Promoter

1. *Criminal Proceedings*

   AVR Constructions filed four criminal cases bearing numbers 5573, 5574, 5576 and 5577 of 2021 before the Chief Judicial Magistrate, Raipur on account of certain cheques issued by one of our Promoters, SEPC Limited amounting to ₹ 369.70 lakhs being returned unpaid. Subsequently, the parties arrived at a settlement pursuant to a settlement agreement dated July 2, 2022 and filed the same before the Chief Judicial Magistrate. The matter is pending for disposal.

2. *Actions taken by Statutory/Regulatory Authorities*

   Nil

3. *Tax Proceedings*

   Below are the details of pending tax cases involving our Promoters, specifying the number of cases pending and the total amount involved:

(₹ in lakhs)

Particulars	**Number of cases**	**Amount involved***
Indirect Tax		
Sales Tax/VAT	13^	9,003^
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	1^	408^
Total	14	**9,411**
Direct Tax		
Cases filed against our Promoter	7#	16,144
Cases filed by our Promoter	Nil	Nil
Total	**7**	**16,144**
Total	**7**	**16,144**

**To the extent quantifiable*
#Cases filed against SVL Limited and SEPC Limited
^Cases filed by SEPC Limited

4. *Other Material Litigations*

   Please refer to "*Litigation involving our Company - Litigation against our Company- Other Material Litigations*" on page 216.

5. *Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Fiscals*

   Except as stated below there are no disciplinary action which have been taken against our Promoters by SEBI or any stock exchange in the last five Fiscals:

   a) A show cause notice dated February 20, 2018 was issued by SEBI against our Promoter, SVL Limited alleging that our Promoter failed to submit relevant disclosures with the Stock Exchanges in respect of creation of pledge on 63,86,29,290 equity shares held by it in SEPC Limited, thereby violating Regulation 31(1) and 31(2) read with 31(3) of the SEBI Takeover Regulations. Our Promoter, SVL Limited filed replies dated February 2, 2019, February 28, 2019 and March 6, 2019 submitting that it had not failed to make a disclosure and had suffered a delay in making the disclosure with the Stock Exchanges in respect of the creation of pledge on its shareholding. SEBI *vide* its adjudication order dated March 25, 2019 imposed a penalty of ₹ 6.00 lakhs against our Promoter, which was paid by our Promoter on April 8, 2019.

   b) Our Promoter, SEPC Limited has paid certain fines and penalties levied by BSE Limited and National Stock Exchange of India Limited, for non-compliances committed by our Promoter under the SEBI Listing Regulations and SEBI ICDR Regulations. Our Promoter has paid the fines levied by the Stock Exchanges. The details of such fines and penalties have been provided below:

S. No.	Non-compliance alleged	Fine/ penalty levied (in ₹)	Date of payment of fine
1.	Failure to obtain approval of Stock Exchange(s) before filing request for change of name with the registrar of companies under Regulation 45 of the Listing Regulations.	59,000	March 24, 2021
2.	Non-compliance under Regultion 6(1) of the SEBI Listing Regulations	63,280	March 22, 2022
3.	Late submission of the financial results within the period prescribed under Regulation 33 of the Listing Regulations	3,06,800	July 2, 2022
4.	Non-compliance under Schedule XIX – Para 2 of the SEBI ICDR Regulations for not approaching the Stock Exchange for listing of equity shares issued under preferential issue within twenty days from the date of allotment	5,43,200	August 25, 2022
	Total	**9,72,280**	

Cases filed by our Promoter

1. *Criminal Proceedings*

   Nil

2. *Other Material Litigations*

   Nil

3. LITIGATION INVOLVING OUR DIRECTORS

Cases filed against our Directors

1. *Criminal Proceedings*

   Nil

2. *Actions taken by Statutory/Regulatory Authorities*

   Nil

3. *Tax Proceedings*

   Nil

4. *Other Material Litigations*

   Nil

5. *Disciplinary action against our Directors by SEBI or any stock exchange in the last five Fiscals*

   Nil

Cases filed by our Directors

1. *Criminal Proceedings*

   Nil

2. *Other Material Litigations*

   Nil

4. LITIGATION INVOLVING OUR SUBSIDIARIES, STEP-DOWN SUBSIDIARIES AND WHOLLY OWNED SUBSIDIARIES

Cases filed against our Subsidiaries, Step-Down Subsidiaries and Wholly Owned Subsidiaries

1. *Criminal Proceedings*

Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings*

Below are the details of pending tax cases involving our Subsidiaries, specifying the number of cases pending and the total amount involved:

(₹ in lakhs)

Particulars	Number of cases	Amount involved^
	Indirect Tax	
Sales Tax/VAT	Nil	Nil
Central Excise and Customs	Nil	Nil
Service Tax	2*	1465.03
Total	**2**	**1,465.03**
	Direct Tax	
Cases filed against our Subsidiaries	Nil	Nil
Cases filed by our Subsidiaries	6#	226.39
Total	**6**	**226.39**

^To the extent quantifiable
**Cases filed by Bharath Wind Farm Limited.*
#Cases filed by Bharath Wind Farm Limited, Clarion Wind Farm Private Limited, BETA Wind Farm Private Limited.

4. *Other Material Litigations*

Nil

5. *Disciplinary action against our Subsidiaries by SEBI or any stock exchange in the last five Fiscals*

Nil

Cases filed by our Subsidiaries, Step-Down Subsidiaries and Wholly Owned Subsidiaries

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Beta Wind Farm Private Limited

Our Subsidiary, Beta Wind Farm Private Limited established a 5.4 MW wind farm at Kadavakallu, Anantapur District, Andhra Pradesh and entered into a power purchase agreement with Andhra Pradesh Southern Power Distribution Corporation Limited ("**APDISCOM**") at a tariff of ₹ 4.70 per unit for a period of 25 years. After a lapse of seven years, APDISCOM jointly filed a fresh petition before Andhra Pradesh Electricity Regulatory Commission ("**APERC**") to reduce the tariff and tenure determined in the tariff order dated November 15, 2012 by APERC. APERC took due cognizance of the petition and had issued an order dated November 7, 2019, calling for a public hearing. In the same order it held that the tariff cannot be unilaterally reduced and the tenure of power purchase agreement also cannot be arbitrarily reduced. Further it also held that APERC lacks the jurisdiction to entertain the petition filed before it. Aggrieved by the above order, one of the similarly placed wind power developers filed an original petition before the Hon'ble Appellate Tribunal for Electricity, New Delhi. The tribunal *vide* order dated December 5, 2019 granted a stay on the order dated November 7, 2019 passed by APERC and also stayed further proceedings. Our Company has also filed a preferred a petition before the Hon'ble tribunal challenging the order dated November 7, 2019 passed by APERC. This matter is currently pending.

5. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

In terms of the Materiality Policy, our Company has no material creditors, as on June 30, 2022.

As on June 30, 2022, the details of amounts outstanding towards small scale undertakings and other creditors are as follows:

(₹ in lakhs)

Particulars	No. of Creditors	Amount
Outstanding dues to small scale undertakings	Nil	Nil
Outstanding dues to other creditors	57	3,098
Total outstanding dues	**57**	**3,098**

For further details, refer to the section titled *"Financial Information"* on page 118 of this Draft Letter of Offer.

6. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

7. MATERIAL DEVELOPMENT SINCE JUNE 30, 2022.

There have not arisen, since the date of the last financial statements disclosed in this Draft Letter of Offer, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months. For further details, please refer to the chapter titled "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on page 198 of this Draft Letter of Offer.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has obtained necessary consents, licenses, permissions and approvals from governmental and regulatory authorities that are material for carrying on our present business activities. Some of the approvals and licenses that our Company requires for our business operations may expire in the ordinary course of business, and our Company will apply for their renewal from time to time.

We are not required to obtain any licenses or approvals from any government or regulatory authority for the objects of this Issue. For further details, please refer to the chapter titled "*Objects of the Issue*" at page 64 of this Draft Letter of Offer.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board of Directors in its meeting dated April 19, 2022 have authorised this Issue under Section 62(1)(a) of the Companies Act, 2013.

Our Board of Directors has, at its meeting held on [●], determined the Issue Price as ₹ [●] per Rights Equity Share in consultation with the Lead Managers, and the Rights Entitlement as [●] ([●]) Rights Equity Share for every [●] ([●]) Equity Shares held on the Record Date.

Our Company has received 'in-principle' approvals for listing of the Rights Equity Shares to be Allotted pursuant to Regulation 28 of SEBI Listing Regulations, *vide* letters dated [●] and [●] issued by BSE and NSE, respectively for listing of the Rights Equity Shares to be Allotted pursuant to the Issue.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, our Directors, the members of our Promoter Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.

Further, our Promoters and our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. Except for Chandra Ramesh, who is a director on the board of directors of Procap Financial Services Private Limited, none of our Directors or Promoters are associated with the securities market in any manner. There is no outstanding action initiated against them by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

Neither our Promoters nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Prohibition by RBI

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoters and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent it may be applicable to them as on date of this Draft Letter of Offer.

Eligibility for the Issue

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE and NSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clauses (1) and (2) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the Stock Exchanges for listing of the Rights Equity Shares to be issued pursuant to the Issue. BSE is the Designated Stock Exchange for the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT LETTER OF OFFER TO THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. THE LEAD MANAGERS, GYR CAPITAL ADVISORS PRIVATE LIMITED AND SAFFRON CAPITAL ADVISORS PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 ("SEBI ICDR REGULATIONS"). THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGERS, GYR CAPITAL ADVISORS PRIVATE LIMITED AND SAFFRON CAPITAL ADVISORS PRIVATE LIMITED HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 7, 2022 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS, WHICH READS AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THIS DRAFT LETTER OF OFFER PERTAINING TO THE ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**

   a) **THIS DRAFT LETTER OF OFFER IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

   b) **ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   c) **THE MATERIAL DISCLOSURES MADE IN THE DRAFT LETTER OF OFFER ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, TO THE EXTENT APPLICABLE, SEBI ICDR REGULATIONS AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THIS DRAFT LETTER OF OFFER ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – <u>NOT APPLICABLE</u>.**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT LETTER OF OFFER WITH THE SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT LETTER OF OFFER – NOT APPLICABLE.**

6. **WE CERTIFY THAT REGULATION 15 OF THE SEBI ICDR REGULATIONS, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT LETTER OF OFFER – NOT APPLICABLE.**

7. **WE UNDERTAKE THAT SUB-REGULATION (3) OF REGULATION 14 AND CLAUSE (C) AND (D) OF SUB-REGULATION (9) OF REGULATION 25 OF THE SEBI ICDR REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE – NOT APPLICABLE.**

8. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE CREDITED/TRANSFERRED IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SECTION 40(3) OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT LETTER OF OFFER. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION. – NOT APPLICABLE. THIS BEING A RIGHTS ISSUE, SECTION 40(3) OF THE COMPANIES ACT, 2013 IS NOT APPLICABLE. FURTHER, TRANSFER OF MONIES RECEIVED PURSUANT TO THE ISSUE SHALL BE RELEASED TO THE COMPANY AFTER FINALISATION OF THE BASIS OF ALLOTMENT IN COMPLIANCE WITH REGULATION 90 OF THE SEBI ICDR REGULATIONS, AS AMENDED.**

9. **WE CERTIFY THAT THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE "MAIN OBJECTS" IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN LAST 10 YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. - COMPLIED TO THE EXTENT APPLICABLE.**

10. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT LETTER OF OFFER:**

    a) **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY. AS ON THE DATE OF THIS DRAFT LETTER OF OFFER, OUR COMPANY HAS NOT ISSUED ANY SR EQUITY SHARES AND THERE ARE NO OUTSTANDING SR EQUITY SHARES; AND**

    b) **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.**

11. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI ICDR REGULATIONS, AS AMENDED WHILE MAKING THE ISSUE – NOTED FOR COMPLIANCE.**

12. **WE CONFIRM THAT THE ISSUER IS ELIGIBLE TO LIST ON THE INNOVATORS GROWTH PLATFORM IN TERMS OF THE PROVISIONS OF CHAPTER X OF THE SEBI ICDR REGULATIONS – NOT APPLICABLE.**

13. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC.- COMPLIED WITH.**

14. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, AS AMENDED, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT LETTER OF OFFER WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.- COMPLIED WITH.**

THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THIS DRAFT LETTER OF OFFER.

Disclaimer from our Company, our Directors and the Lead Managers

Our Company, our Directors and the Lead Managers accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website orientgreenpower.com or the respective websites of our Promoter Group or an affiliate of our Company would be doing so at his or her own risk.

All information shall be made available by our Company and the Lead Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centers or elsewhere.

Investors will be required to confirm and will be deemed to have represented to our Company, Lead Managers and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Lead Managers and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

No information which is extraneous to the information disclosed in this Draft Letter of Offer or otherwise shall be given by our Company or any member of the Issue management team or the syndicate to any particular section of investors or to any research analyst in any manner whatsoever, including at road shows, presentations, in research or sales reports or at bidding centers.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Draft Letter of Offer is current only as at its date.

Disclaimer in respect of Jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Tamil Nadu, India only.

Disclaimer Clause of BSE

As required, a copy of this Draft Letter of Offer has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to the filing with the Stock Exchange.

Disclaimer Clause of NSE

As required, a copy of this Draft Letter of Offer has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to the filing with the Stock Exchange.

Designated Stock Exchange

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

Listing

Our Company will apply to BSE and NSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Selling Restrictions

This Draft Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Draft Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of this Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch the Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of this the Draft Letter of Offer, Abridged Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Draft Letter of Offer has been filed with SEBI and the Stock Exchanges.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Draft Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Draft Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Draft Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of this Draft Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THE DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer, Letter of Offer/ Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES.

THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICIATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHERJURISDICTION AT ANY TIME.

Consents

Consents in writing of: our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, the Lead Managers, legal advisor, the Registrar to the Issue, Monitoring Agency and the Bankers to the Issue to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer.

Our Company has received written consent dated September 7, 2022 from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Letter of Offer as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated September 5, 2022 on our Restated Consolidated Financial Information for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020; (ii) limited reviewed report dated July 29, 2022 on the Limited Reviewed Financial information for the three months periods ended June 30, 2022 in this Draft Letter of Offer; and (iii) the statement of tax benefits dated September 7, 2022 in this Draft Letter of Offer and such consent has not been withdrawn as on the date of this Draft Letter of Offer.

Our Company has received written consent dated September 7, 2022, from the independent chartered accountant, namely M/s. Piyush Kothari & Associates, Chartered Accountants, to include their name in this Draft Letter of Offer and the Letter of Offer and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent and in his capacity as an independent chartered accountant and such consent has not been withdrawn as on the date of this Draft Letter of Offer.

Expert Opinion

Our Company has received written consent dated September 7, 2022 from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Letter of Offer as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated September 5, 2022 on our Restated Consolidated Financial Information for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020; (ii) limited reviewed report dated July 29, 2022 on the Limited Reviewed Financial information for the three months periods ended June 30, 2022 in this Draft Letter of Offer; and (iii) the statement of tax benefits dated September 7, 2022 in this Draft Letter of Offer and such consent has not been withdrawn as on the date of this Draft Letter of Offer.

Our Company has received written consent dated September 7, 2022, from the independent chartered accountant, namely M/s. Piyush Kothari & Associates, Chartered Accountants, to include their name in this Draft Letter of Offer and the Letter of Offer and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent and in his capacity as an independent chartered accountant and such consent has not been withdrawn as on the date of this Draft Letter of Offer.

Except for the abovementioned documents, provided by our Statutory Auditor and the Independent Chartered Accountant, our Company has not obtained any expert opinions.

Performance vis-à-vis objects – Public/Rights Issue of our Company

Our Company has not made any rights issues or public issues during the five years immediately preceding the date of this Draft Letter of Offer. There have been no instances in the past, wherein our Company has failed to achieve the objects in its previous issues.

Performance vis-à-vis objects – Last issue of listed Subsidiaries or Associates

None of our Subsidiaries or associate companies are listed as on date of this Draft Letter of Offer.

Stock Market Data of the Equity Shares

Our Equity Shares are listed and traded on BSE and NSE. For details in connection with the stock market data of the Stock Exchanges, please refer to the chapter titled "*Market Price Information*" on page 212 of this Draft Letter of Offer.

NOTICE TO INVESTORS

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS DRAFT LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS IS SUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS.

Filing

A copy of this DLOF has been filed with the Securities Exchange Board of India, Southern Regional Office situated at Overseas Towers, 7th Floor, 756 – L, Anna Salai, Chennai – 600 002, Tamil Nadu, India and simultaneously through the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with SEBI circular dated January 19, 2018 bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2018/011. This DLOF will also be filed with BSE and NSE, where the Rights Equity Shares are proposed to be listed.

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. Link Intime India Private Limited is our Registrar and Share Transfer Agent, however our Company has appointed Cameo Corporate Services Limited as the Registrar and Share Transfer Agent for the purpose of this Issue. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

Investor Grievances arising out of this Issue

Investors may contact the Registrar to the Issue or our Company Secretary for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see "*Terms of the Issue*" beginning at page 232 of this Draft Letter of Offer. The contact details of our Registrar to the Issue and our Company Secretary are as follows:

Registrar to the Issue

Cameo Corporate Services Limited
Subramanian Building, No.1,
Club House Road,
Chennai – 600 002,
Tamil Nadu, India;
Telephone: +91 44 4002 0700
Fax No.: +91 44 2846 0129
Email: investor@cameoindia.com
Website: www.cameoindia.com
SEBI Registration: INR000003753
Validity: Permanent
Contact Person: Ms. Sreepriya. K

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment / share certificates/ demat credit/ Refund Orders etc.

Kirithika Mohan, Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder.

Bascon Futura SV, 4th Floor,
No.10/1, Venkatanarayana Road,
T.Nagar, Chennai – 600 017,
Tamil Nadu, India
Telephone: +91 444 901 5678
E-mail: kirithika@orientgreenpower.com

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

This Section applies to all Investors. ASBA Investors should note that the ASBA process involves procedures that may be different from that applicable to other Investors and should carefully read the provisions applicable to such Applications, in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter, before submitting an Application Form. Our Company and the Lead Managers are not liable for any amendments, modifications or changes in applicable law which may occur after the date of the Draft Letter of Offer. Investors who are eligible to apply under the ASBA process, are advised to make their independent investigations and to ensure that the Application Form and the Rights Entitlement Letter is correctly filled up.

*Please note that in accordance with the provisions of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 ("**SEBI – Rights Issue Circular**"), all investors (including renouncee) shall make an application for a rights issue only through ASBA facility.*

The Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, including the Application Form and the Rights Entitlement Letter, the MOA and AOA of our Company, the provisions of the Companies Act, the terms and conditions as may be incorporated in the FEMA, applicable guidelines and regulations issued by SEBI or other statutory authorities and bodies from time to time, the SEBI Listing Regulations, terms and conditions as stipulated in the allotment advice or security certificate and rules as may be applicable and introduced from time to time.

OVERVIEW

The Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter, the Memorandum of Association and the Articles of Association, the provisions of Companies Act, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the SEBI, the RBI or other regulatory authorities, the terms of Listing Agreements entered into by our Company with the Stock Exchanges and terms and conditions as stipulated in the Allotment Advice.

Important:

1) *Dispatch and availability of Issue materials:*

In accordance with the SEBI ICDR Regulations, our Company will at least three days before the Issue Opening Date, dispatch the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material, only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Draft Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Draft Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can also access the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

a) Our Company at orientgreenpower.com;
b) the Registrar to the Issue at https://rights.cameoindia.com/ogpl;
c) the Lead Managers at www.gyrcapitaladvisors.com and www.saffronadvisor.com; and
d) the Stock Exchanges at www.bseindia.com and www.nseindia.com.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at https://rights.cameoindia.com/ogpl by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., orientgreenpower.com).

Our Company, Lead Managers and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form. Resident Eligible Shareholders, who are holding Equity Shares in physical form as on the Record Date, can obtain details of their respective Rights Entitlements from the website of the Registrar by entering their Folio Number.

2) *Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:*

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "OGPL Rights issue – Suspense Escrow Demat Account") opened by our Company, for the Resident Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

Resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e. [●], [●] are requested to provide relevant details (such as copies of self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares) not later than two Working Days prior to the Issue Closing Date i.e. [●], [●] in order to be eligible to apply for this Issue. Such Resident Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

In accordance with the SEBI Rights Issue Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. [●], [●], shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

3) Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form:

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in "*Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form*" on page 247.

4) Application for Additional Equity Shares

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "*Basis of Allotment*" beginning on page 254.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

5) Investors to kindly note that after purchasing the Rights Entitlements through On Market Renunciation / Off Market Renunciation, an Application has to be made for subscribing to the Rights Equity Shares. If no such Application is made by the renouncee on or before Issue Closing Date, then such Rights Entitlements will get lapsed and shall be extinguished after the Issue Closing Date and no Rights Equity Shares for such lapsed Rights Entitlements will be credited. For procedure of Application by shareholders who have purchased the Right Entitlement through On Market Renunciation / Off Market Renunciation, please refer to the heading titled "*Procedure for Application through the ASBA process*" on page 241 of this Draft Letter of Offer.

6) *Other important links and helpline:*

The Investors can visit following links for the below-mentioned purposes:

a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: https://rights.cameoindia.com/ogpl
b) Updation of Indian address in respect of shareholders who have registered foreing address in the records of the Company, may send via email to priya@cameoindia.com
c) Updation of email address/ mobile number in the records maintained by the Registrar or our Company: https://rights.cameoindia.com/ogpl
d) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: https://rights.cameoindia.com/ogpl

Renouncees

All rights or obligations of the Eligible Equity Shareholders in relation to Applications and refunds relating to the Issue shall, unless otherwise specified, apply to the Renouncee(s) as well.

Authority for the Issue

The Board of Directors in its meeting dated April 19, 2022 has authorised this Issue under Section 62(1)(a) of the Companies Act, 2013.

The Board of Directors in their meeting held on [●] have determined the Issue Price at ₹ [●] per Equity Share and the Rights Entitlement as [●] Rights Equity Share(s) for every [●] fully paid up Equity Share(s) held on the Record Date. The Issue Price has been arrived at in consultation with the Lead Managers.

Our Company has received in-principle approval from BSE and NSE in accordance with Regulation 28 of the SEBI Listing Regulations for listing of the Rights Equity Shares to be Allotted in the Issue pursuant to letters dated [•] and [•], respectively.

Basis for the Issue

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of the Equity Shares held dematerialized form and on the register of members of our Company in respect of the Equity Shares held in physical form at the close of business hours on the Record Date, decided in consultation with the Designated Stock Exchange, but excludes persons not eligible under the applicable laws, rules, regulations and guidelines.

Rights Entitlement ("REs") (Rights Equity Shares)

Eligible Equity Shareholders whose names appear as a beneficial owner in respect of the Equity Shares held in dematerialized form or appear in the register of members as an Equity Shareholder of our Company in respect of the Equity Shares held in physical form as on the Record Date, i.e., [●], are entitled to the number of Rights Equity Shares as set out in the Application Form.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (https://rights.cameoindia.com/ogpl)by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.orientgreenpower.com).

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. If the Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form. Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts, except in case of resident Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form to the Applicants who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Draft Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Draft Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

The Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form may also be accessed on the websites of the Registrar, our Company and the Lead Managers through a link contained in the aforementioned email sent to email addresses of Eligible Equity Shareholders (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) and on the Stock Exchanges' websites. The distribution of the Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer will be filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an

Application or acquire the Rights Entitlements referred to in the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes and Application will be deemed to have declared, warranted and agreed, by accepting the delivery of the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Rights Equity Shares under the laws of any jurisdiction which apply to such person.

Our Company, Lead Managers and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

PRINCIPAL TERMS OF THE RIGHTS EQUITY SHARES ISSUED UNDER THIS ISSUE

Face Value

Each Rights Equity Share will have the face value of ₹ 10.

Issue Price

Each Rights Equity Share is being offered at a price of ₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share) in the Issue. The Issue Price has been arrived at by our Company in consultation with the Lead Managers prior to the determination of the Record Date.

The Rights Equity Shares issued in this Issue will be fully paid-up. The Issue Price and other relevant conditions are in accordance with Regulation 10(4) of the SEBI Takeover Regulations.

The Board, at its meeting held on [●], has determined the Issue Price, in consultation with the Lead Managers.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] Rights Equity Share(s) for every [●] Equity Share(s) held on the Record Date.

Rights of instrument holder

Each Rights Equity Share shall rank pari passu with the existing Equity Shares of the Company.

Terms of Payment

The entire amount of the Issue Price of ₹ [●] per Rights Equity Share shall be payable at the time of Application.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] Rights Equity Share(s) for every [●] Equity Share(s) held on the Record Date. For Rights Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Share(s) or not in the multiple of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored as above will be given preferential consideration for the Allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares over and above their Rights Entitlement.

For example, if an Eligible Equity Shareholder holds [●] Equity Shares, such Shareholder will be entitled to [●] Rights Equity Shares on a rights basis and will also be given a preferential consideration for the Allotment of one Additional Rights Equity Share if the Shareholder has applied for additional Rights Equity Shares.

Also, those Equity Shareholders holding less than [●] Equity Shares and therefore entitled to 'Zero' Rights Equity Share under this Issue shall be dispatched an Application Form with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of 1 (One) Additional Rights Equity Share, if such Equity Shareholders have applied for the Additional

Rights Equity Shares. However, they cannot renounce the same to third parties. **Application Forms with zero entitlement will be non-negotiable/non-renounceable**.

Ranking

The Rights Equity Shares to be issued and allotted pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association. The Rights Equity Shares to be issued and Allotted pursuant to the Issue shall rank *pari passu* with the existing Equity Shares of our Company, in all respects including dividends.

Mode of payment of dividend

In the event of declaration of dividend, our Company shall pay dividend to the Eligible Equity Shareholders as per the provisions of the Companies Act and the provisions of the Articles of Association.

Listing and trading of the Rights Equity Shares to be issued pursuant to the Issue

The existing Equity Shares of our Company are listed and traded under the ISIN: INE999K01014 on BSE (Scrip Code: 533263) and on NSE (Symbol: GREENPOWER). The Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on BSE and NSE subject to necessary approvals. As per the SEBI – Rights Issue Circular, the Rights Entitlements with a separate ISIN would be credited to the demat account of the respective Eligible Equity Shareholders before the issue opening date. On the Issue Closing date the depositories will suspend the ISIN of REs for transfer and once the allotment is done post the basis of allotment approved by the designated stock exchange, the separate ISIN no. [•] for REs so obtained will be permanently deactivated from the depository system. Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on BSE and NSE subject to necessary approvals. Our Company has received in-principle approval from BSE and NSE through letters no. [•] and [•] dated [•] and [•], respectively. All steps for completion of necessary formalities for listing and commencement of trading in the equity shares will be taken within 7 working days from the finalisation of the Basis of Allotment. Our Company will apply to BSE and NSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Upon receipt of such listing and trading approval, the Rights Equity Shares proposed to be issued pursuant to the Issue shall be debited from such temporary ISIN and credited in the existing ISIN and thereafter be available for trading under the existing ISIN as fully paid-up Equity Shares of our Company. The temporary ISIN shall be kept blocked till the receipt of final listing and trading approval from the Stock Exchanges.

The Rights Equity Shares allotted pursuant to the Issue will be listed as soon as practicable and all steps for completion of the necessary formalities for listing and commencement of trading of the Rights Equity Shares shall be taken within the specified time.

If permissions to list, deal in and for an official quotation of the Rights Equity Shares are not granted by BSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Draft Letter of Offer. If such money is not repaid beyond eight days after our Company becomes liable to repay it, then our Company and every Director who is an officer in default shall, on and from such expiry of eight days, be liable to repay the money, with interest as applicable.

For details of trading and listing of Rights Equity Shares, please refer to the heading "*Terms of Payment*" at page 236 of this Draft Letter of Offer.

Subscription to the Issue by our Promoters and Promoter Group

For details of the intent and extent of the subscription by our Promoters and Promoter Group, see "*Capital Structure – Intention and extent of participation by our Promoters and Promoter Group in the Issue* " on page 62.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of holders of Equity Shares

Subject to applicable laws, the Equity Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to vote in person, or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation;
- The right of free transferability of Equity Shares;
- The right to attend general meetings and exercise voting powers in accordance with law, unless prohibited by law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the Memorandum of Association and the Articles of Association

General terms of the Issue

Market Lot

The Equity Shares of our Company are tradable only in dematerialized form. The market lot for Equity Shares in dematerialized mode is one Equity Share.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold such Equity Share as the joint holders with the benefit of survivorship subject to the provisions contained in the Articles of Association. Application Forms would be required to be signed by all the joint holders to be considered valid.

Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. An Investor can nominate any person by filling the relevant details in the Application Form in the space provided for this purpose.

Since the Allotment of Rights Equity Shares is in dematerialized form only, there is no need to make a separate nomination for the Rights Equity Shares to be Allotted in the Issue. Nominations registered with respective Depository Participant of the Investor would prevail. Any Investor desirous of changing the existing nomination is requested to inform its respective Depository Participant.

Arrangements for Disposal of Odd Lots

Our Equity Shares are traded in dematerialized form only and therefore the marketable lot is one Equity Share and hence, no arrangements for disposal of odd lots are required.

New Financial Instruments

There are no new financial instruments like deep discount bonds, debentures with warrants, secured premium notes etc. issued by our Company.

Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue.

However, the Investors should note that pursuant to provisions of the SEBI Listing Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not effected unless the securities are held in the dematerialized form with a depository

Notices

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circular, our Company and will send the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form to the Applicants who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Draft Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Draft Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one (1) Tamil language daily newspaper with wide circulation at the place where our Registered Office is situated.

The Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process . Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. Further, the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date can apply for this Issue through ASBA facility. For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, see "*Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form*" on page 247.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers, the Lead Managers, and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Application Form

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to email address of the Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email and speed post at least three days before the Issue Opening Date. In case of non-resident Eligible Equity Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email to email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

Our Company, Lead Managers and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

Please note that neither our Company nor the Registrar nor the Lead Managers shall be responsible for delay in the receipt of the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

Investors can access the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

a) Our Company at orientgreenpower.com;
b) the Registrar to the Issue at https://rights.cameoindia.com/ogpl;
c) the Lead Managers at www.gyrcapitaladvisors.com and www.saffronadvisor.com; and
d) the Stock Exchanges at www.bseindia.com and www.nseindia.com.

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., https://rights.cameoindia.com/ogpl) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., orientgreenpower.com). The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account. Further, in accordance with the SEBI Rights Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date can apply through this Issue by first furnishing the details of their demat account along with their self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares at least two Working Days prior to the Issue Closing Date i.e. [●], [●], after which they can apply through ASBA facility.

In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account. Investors may accept this Issue and apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB;.

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected. Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see "*Grounds for Technical Rejection*" on page 251. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "*Application on Plain Paper under ASBA process*" on page 243.

Options available to the Eligible Equity Shareholders

Details of each Eligible Equity Shareholders RE will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at https://rights.cameoindia.com/ogpl and link of the same would also be available on the website of our Company at (orientgreenpower.com). Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

The Eligible Equity Shareholders will have the option to:

- Apply for his Rights Entitlement in full;
- Apply for his Rights Entitlement in part (without renouncing the other part);
- Apply for his Rights Entitlement in full and apply for additional Rights Equity Shares;
- Apply for his Rights Entitlement in part and renounce the other part of the Rights Equity Shares; and
- Renounce his Rights Entitlement in full.

In accordance with the SEBI Rights Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. [●], [●], desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period through ASBA mode.Such resident Eligible Equity Shareholders must check the procedure for Application in "*Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form*" on page 247.

Procedure for Application through the ASBA process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Acceptance of this Issue

Investors may accept this Issue and apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section "*Application on Plain Paper under ASBA process*" on page 243.

Additional Rights Equity Shares

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Applications for additional Rights Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board, subject to applicable sectoral caps, and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under the section titled "*Terms of the Issue*" on page 232. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section "*Basis of Allotment*" on page 254.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.

Applications by Overseas Corporate Bodies

By virtue of the Circular No. 14 dated September 16, 2003, issued by the RBI, Overseas Corporate Bodies ("**OCBs**"), have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to OCBs) Regulations, 2003.

Accordingly, the existing Eligible Equity Shareholders of our Company who do not wish to subscribe to the Rights Equity Shares being offered but wish to renounce the same in favour of Renouncee shall not be able to renounce the same (whether for consideration or otherwise), in favour of OCB(s). The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003, that OCBs which are incorporated and are not and were not at any time subject to any adverse notice from the RBI, are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000, under the foreign direct investment scheme with the prior approval of Government of India if the investment is through the government approval route and with the prior approval of RBI if the investment is through automatic route on case by case basis. Eligible Equity Shareholders renouncing their rights in favour of such OCBs may do so provided such Renouncee obtains a prior approval from the RBI. On submission of such RBI approval to our Company at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the Application Form.

Procedure for Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off - market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Managers and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

(a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [•] subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time. The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., [●] to [●] (both days inclusive). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN [•] and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) ***Off Market Renunciation***

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [•], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Applications on Plain Paper under ASBA process

An Eligible Equity Shareholder who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, Manager to the Issuer or from the website of the Registrar, can make an Application to subscribe to the Issue on plain paper through ASBA process. Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently, may make an Application to subscribe to the Issue on plain paper, along with an account payee cheque or demand draft drawn at par, net of bank and postal charges, payable at Bengaluru and the Investor should send such plain paper Application by registered post directly to the Registrar to the Issue. For details of the mode of payment, see "*Modes of Payment*" on page 245.

The envelope should be super scribed "***Orient Green Power Company Limited – Rights Issue***" and should be postmarked in India. The application on plain paper, duly signed by the Eligible Equity Shareholders including joint holders, in the same order and as per the specimen recorded with our Company/Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

- Name of our Issuer, being Orient Green Power Company Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/ DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option preferred - only Demat form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for within the Right Entitlements;
- Total amount paid at the rate of ₹ [●] per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- Additionally, all such Applicants are deemed to have accepted the following:

*"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("**US Securities Act**") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("**United States**") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("**Regulation S**"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, the Lead Managers or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Managers or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.*

"*I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We acknowledge that the Company, the Lead Managers, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, Lead Managers and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at . Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Last date for Application

The last date for submission of the duly filled in Application Form is [●]. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date.

If the Application together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue or the Registrar on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Draft Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under "*Terms of the Issue - Basis of Allotment*" on page 254.

Modes of Payment

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalization of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their Application at the time of the submission of the Application Form.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

Mode of payment for Resident Investors

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

Mode of payment for Non-Resident Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at priya@cameoindia.com.

As regards Applications by Non-Resident Investors, the following conditions shall apply:

- Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar, our Company or the Lead Managers.

  Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their Indian address to our Company or if they are located in certain jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Draft Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

- Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.

- Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.

- Eligible Non-Resident Equity Shareholders applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and Eligible Non-Resident Equity Shareholders applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("**NRO**") accounts for the full amount payable, at the time of the submission of the Application Form to the SCSB. Applications received from NRIs and non-residents for allotment of the Rights Equity Shares shall be inter alia, subject to the conditions imposed from time to time by the RBI under the FEMA in the matter of refund of Application Money, allotment of Rights Equity Shares and issue of letter of allotment. If an NR or NRI Investors has specific approval from RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application Form.

- In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. In case Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares in the Issue.

Procedure for application by Resident Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

1. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date. Alternatively the said documents can be uploaded in the online portal of the RTA at https://rights.cameoindia.com/ogpl;

2. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;

3. The remaining procedure for Application shall be same as set out in "*Application on Plain Paper under ASBA process*" beginning on page 243.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

Allotment of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE.

FOR DETAILS, SEE "ALLOTMENT ADVICES/ REFUND ORDERS" ON PAGE 255.

General instructions for Investors

(a) Please read this Draft Letter of Offer, Letter of Offer and Application Form carefully to understand the Application process and applicable settlement process.

(b) In accordance with the SEBI Rights Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

(c) Please read the instructions on the Application Form sent to you.

(d) The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees.

(e) Application should be made only through the ASBA facility.

(f) Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected.

(g) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "*Application on Plain Paper under ASBA process*" on page 243.

(h) In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circular and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

(i) An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.

(j) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

(k) Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar and the Lead Managers.

(l) In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.

(m) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.

(n) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.

(o) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

(p) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

(q) All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Physical folio number and Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should send the intimation for such change to the respective depository participant for shares held in electronic corm, and to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

(r) Only persons outside restricted jurisdictions and who are eligible to subscribe for Rights Entitlement and Rights Equity Shares under applicable securities laws are eligible to participate.

(s) Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

(t) In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.

(u) In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Managers.

Additional general instructions for Investors in relation to making of an Application

(a) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

(b) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar or the Lead Managers shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

(c) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

(d) Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

(e) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

(f) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

(g) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

(h) Do not pay the Application Money in cash, by money order, pay order or postal order.

(i) Do not submit multiple Applications.

(j) No investment under the FDI route (i.e any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Managers and our Company will not be responsible for any allotments made by relying on such approvals.

(k) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Do's:

(a) Ensure that the Application Form and necessary details are filled in.

(b) Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act.

(c) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects.

(d) Investors should provide correct DP ID and client ID/ folio number while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Managers, SCSBs or the Registrar will not be liable for any such rejections.

Don'ts:

(a) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

(b) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

(c) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

(d) Do not pay the Application Money in cash, by money order, pay order or postal order.

(e) Do not submit multiple Applications.

Do's for Investors applying through ASBA:

(a) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.

(b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.

(c) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

(d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.

(e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

(f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.

(g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Don'ts for Investors applying through ASBA:

a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.

b) Do not send your physical Application to the Lead Managers, the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.

c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

(a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.

(b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.

(c) Sending an Application to our Company, the Lead Managers, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.

(d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

(e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.

(f) Account holder not signing the Application or declaration mentioned therein.

(g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.

(h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.

(i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

(j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.

(k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

(l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Draft Letter of Offer.

(m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.

(n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.

(o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.

(p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

(q) Applications which have evidence of being executed or made in contravention of applicable securities laws.

(r) Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER

APPLICATIONS, AS THE CASE MAY BE.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. By signing the Application Forms, the Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar or the Lead Managers shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms s are liable to be rejected.

Multiple Applications

A separate Application can be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Applications shall not be treated as multiple applications. For details, see "*Investment by Mutual Funds*" below on page 259.

In cases where multiple Applications are submitted, including cases where an Investor submits Application Forms along with a plain paper Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected (other than multiple applications submitted by any of the Promoters or members of the Promoter Group as described in *Capital Structure – Intention and extent of participation by our Promoters and Promoter Group in the Issue* " on page 62).

Underwriting

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

Issue schedule

Issue Opening Date	[●]
Last date for receiving requests for Application Form and Rights Entitlement Letter#	[●]
Issue Closing Date	[●]
Finalising the basis of allotment with the Designated Stock Exchange	[●]
Date of Allotment (on or about)	[●]
Initiation of refunds	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

**Our Board may, however, decide to extend the Issue Period as it may determine from time to time but not exceeding 30 days* *from the Issue Opening Date (inclusive of the Issue Opening Date).*

***Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company, the Lead Managers and/or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.*

#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s)on or prior to the Issue Closing Date.

Basis of Allotment

Subject to the provisions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, the Articles of Association of our Company and the approval of the Designated Stock Exchange, our Board will proceed to allot the Rights Equity Shares in the following order of priority:

(a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlement either in full or in part and also to the Renouncee(s) who has/have applied for Rights Equity Shares renounced in its/their favor, in full or in part.

(b) As per SEBI Rights Issue Circular, the fractional entitlements are to be ignored, therefore those Equity Shareholders holding less than [●] ([●]) Equity Shares would be entitled to 'Zero' Rights Equity Shares under this Issue, Application Form with 'Zero' entitlement will be sent to such shareholders. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the allotment of 1 (One) Rights Equity Share if, such Equity Shareholders have applied for the Additional Rights Equity Shares, subject to availability of Rights Equity shares post allocation towards Rights Entitlement applied for. Allotment under this head shall be considered if there are any un-subscribed Equity Shares after Allotment under (a) above. If the number of Rights Equity Shares required for Allotment under this head is more than number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.

(c) Allotment to the Eligible Equity Shareholders who have applied for the full extent of their Rights Entitlement and have also applied for Additional Rights Equity Shares shall be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are unsubscribed Rights Equity Shares after making full Allotment under (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.

(d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour and also have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares shall be made on a proportionate basis as part of the Issue and will not be a preferential allotment.

(e) Allotment to any other person that our Board may deem fit provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

(f) After taking into account Allotment to be made under (a) to (e) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed' for the purpose of Regulation 3(1)(b) of the SEBI Takeover Regulations.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Designated Branches, a list of the ASBA Investors who have been Allotted Rights Equity Shares in the Issue, along with:

(a) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful ASBA Application;

(b) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and

(c) The details of rejected ASBA Applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

Allotment Advices/Refund Orders

Our Company will issue and dispatch Allotment advice, refund instructions or demat credit of securities and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 15 days' period.

Investors residing at centers where clearing houses are managed by the RBI will get refunds through National Automated Clearing House ("**NACH**") except where Investors have not provided the details required to send electronic refunds or where the investors are otherwise disclosed as applicable or eligible to get refunds through direct credit and real-time gross settlement ("**RTGS**").

In case of those investors who have opted to receive their Rights Entitlement in dematerialized form using electronic credit under the depository system, and the Allotment advice regarding their credit of the Rights Equity Shares shall be sent at the address recorded with the Depository. Investors to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post or email intimating them about the mode of credit of refund within 15 days of the Issue Closing Date.

In accordance with the SEBI ICDR Regulations, the option to receive the Rights Equity Shares in physical form was available only for a period of six months from the date of coming into force of the SEBI ICDR Regulations, i.e., until May 10, 2019.

The letter of allotment or refund order would be sent by registered post, email or speed post to the sole/ first Investor's address or the email address provided by the Eligible Equity Shareholders to our Company. Such refund orders would be payable at par at all places where the Applications were originally accepted. The same would be marked 'Account Payee only' and would be drawn in favor of the sole/ first Investor. Adequate funds would be made available to the Registrar for this purpose.

In the event, our Company fails to obtain listing or trading permission from the Stock Exchanges, we shall refund the entire proceeds of the Issue within four days of receipt of intimation from the Stock Exchanges rejecting the application for listing of Equity Shares, and if any such money is not repaid within four days after our Company becomes liable to repay we shall, on and from the expiry of the fourth day, be liable to repay that money with interest at the rate of fifteen per cent. per annum.

Payment of Refund

Mode of making refunds

In case of Applicants not eligible to make an application through ASBA process, the payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:

1. Unblocking amounts blocked using ASBA facility;

2. **National Automated Clearing House ("NACH")** – NACH is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centers specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centers where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the Depositories), except where the Applicant is otherwise disclosed as eligible to get refunds through NEFT, Direct Credit or RTGS.

3. **National Electronic Fund Transfer ("NEFT")** – Payment of refund shall be undertaken through NEFT

wherever the Investors' bank has been assigned the Indian Financial System Code ("**IFSC Code**"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, such MICR number and the bank account number will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

4. Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for such refund would be borne by our Company.

5. RTGS – If the refund amount exceeds ₹ 200,000, Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event such IFSC Code is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for such refund would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.

6. For all other Investors, the refund orders will be dispatched through speed post or registered post. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.

7. Credit of refunds to Investors in any other electronic manner, permissible under the banking laws, which are in force, and is permitted by SEBI from time to time.

Refund payment to Non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

Printing of Bank Particulars on Refund Orders

As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the Investor's bank account are mandatorily required to be given for printing on the refund orders. Bank account particulars, where available, will be printed on the refund orders or refund warrants which can then be deposited only in the account specified. Our Company will, in no way, be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.

Allotment advice or Demat Credit

The demat credit of securities to the respective beneficiary accounts or the demat suspense account (pending with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Option to receive Right Equity Shares in Dematerialised Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE RESIDENT ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES OF OUR COMPANY CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in the Issue in the electronic form is as under:

- Open a beneficiary account with any Depository Participant (*care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company*). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for each such holding. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.

- It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.

- The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.

- If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.

- The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders whose Equity Shares are with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.

- Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in the Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

- Non-transferable allotment advice/ refund orders will be sent directly to the Investors by the Registrar to the Issue.

- Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue for further details, please refer to "*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" on page 247.

Investment by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the multiple entities having common ownership, directly or indirectly, of more than 50% or common control) must be below 10% of our post- Issue Equity Share capital. Further, in terms of FEMA Rules, the total holding by each FPI shall be below 10% of the total paid-up equity share capital of a company on a fully-diluted basis and the total holdings of all FPIs put together shall not exceed 24% of the paid-up equity share capital of a company on a fully diluted basis.

Further, pursuant to the FEMA Rules the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Issue are advised to use the ASBA Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, only Category I FPIs, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons eligible to be registered as Category I FPIs; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI may transfer offshore derivative instruments to persons compliant with the requirements of Regulation 21(1) of the SEBI FPI Regulations and subject to receipt of consent, except where pre-approval is provided.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Investment by Systemically Important Non-Banking Financial Companies (NBFC – SI)

In case of an application made by Systemically Important NBFCs registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45 –IA of the RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Investment by AIFs, FVCIs and VCFs

The SEBI (Venture Capital Funds) Regulations, 1996, as amended ("**SEBI VCF Regulations**") and the SEBI (Foreign Venture Capital Investor) Regulations, 2000, as amended ("**SEBI FVCI Regulations**") prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI (Alternative Investments Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue.

Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations.

Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection

Applications will not be accepted from FPIs in restricted jurisdictions.

FPIs which are QIBs, Non-Institutional Investors or whose application amount exceeds ₹ 2 lacs can participate in the Rights Issue only through the ASBA process. Further, FPIs which are QIB applicants and Non-Institutional Investors are mandatorily required to use ASBA, even if application amount does not exceed ₹ 2 lacs.

Investment by NRIs

Investments by NRIs are governed by Rule 12 of FEMA Rules. Applications will not be accepted from NRIs in Restricted Jurisdictions.

NRIs may please note that only such Applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The NRIs who intend to make payment through NRO ccounts shall use the Application form meant for resident Indians and shall not use the Application forms meant for reserved category.

As per Rule 12 of the FEMA Rules read with Schedule III of the FEMA Rules, an NRI or OCI may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Investment by Mutual Funds

Applications made by asset management companies or custodians of Mutual Funds should clearly and specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Procedure for applications by Systemically Important NBFCs

In case of application made by Systemically Important NBFCs registered with the RBI, (i) the certificate of registration issued by the RBI under Section 45 –IA of the RBI Act, 1934 and (ii) networth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Payment by stock invest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest Scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:
(i) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(ii) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(iii) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lacs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 lacs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lacs or with both.

Dematerialised Dealing

Our Company has entered into tripartite agreements dated April 6, 2010 and April 12, 2010 with NSDL and CDSL, respectively, and our Equity Shares bear the ISIN: INE999K01014.

Disposal of Applications and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form. Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be unblocked in the respective ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date.

For further instructions, please read the Application Form carefully.

Utilization of Issue Proceeds

Our Board of Directors declares that:

(a) All monies received out of the Issue shall be transferred to a separate bank account;

(b) Details of all monies utilized out of the Issue shall be disclosed, and shall continue to be disclosed until the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;

(c) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and

(d) Our Company may utilize the funds collected in the Issue only after final listing and trading approvals for the Rights Equity Shares Allotted in the Issue is received.

Undertakings by our Company

Our Company undertakes the following:

(i) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.

(ii) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.

(iii) The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.

(iv) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.

(v) Other than any Equity Shares that may be issued pursuant to exercise options under the ESOP 2016 and ESOP

2018, no further issue of securities affecting our Company's Equity Share capital shall be made until the Rights Equity Shares are listed or until the Application Money is refunded on account of non-listing, under subscription etc.

(vi) In case of unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.

(vii) Adequate arrangements shall be made to collect all ASBA Applications and to consider them similar to non-ASBA Applications while finalizing the Basis of Allotment.

(viii) At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.

(ix) Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.

(x) Our Company accepts full responsibility for the accuracy of information given in this Draft Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Draft Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

Minimum subscription

Our Promoter, Janati Bio Power Private Limited, *vide* its letter dated September 7, 2022, informed us that it may renounce a part of their Rights Entitlement in favour of third parties. The extent of renouncement, if any, shall be finalized before the filing of Letter of Offer with SEBI and Stock Exchanges. The other Promoters of our Company *vide* their letters each dated September 7, 2022 (the "**Subscription Letters**") have undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoters, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue.

In the event Janati Bio Power Private Limited decides to renounce its Right Entitlement in favour of third parties, the minimum subscription criteria provided under Regulation 86 (1) of the SEBI ICDR Regulations might apply to this Issue. In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive minimum subscription of at least 90% of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rate as prescribed under the applicable laws.

Filing

A copy of this DLOF has been filed with the Securities Exchange Board of India, Southern Regional Office situated at Overseas Towers, 7th Floor, 756 – L, Anna Salai, Chennai – 600 002, Tamil Nadu, India and simultaneously through the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with SEBI circular dated January 19, 2018 bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2018/011 and at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure –Division of Issues and Listing –CFD". This DLOF will also be filed with BSE and NSE, where the Rights Equity Shares are proposed to be listed.

Withdrawal of the Issue

Subject to provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, our Company in consultation with the Lead Managers, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue anytime after the Issue Opening Date, a public notice within two (2) Working Days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisement has appeared and the Stock Exchanges will also be informed promptly.

The Lead Managers, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges.

If our Company withdraws the Issue at any stage including after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Important

Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Draft Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in "*Risk Factors*" on page 25.

All enquiries in connection with this Draft Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "***Orient Green Power Company Limited – Rights Issue***" on the envelope to the Registrar at the following address:

Cameo Corporate Services Limited
Subramanian Building, No.1,
Club House Road,
Chennai – 600 002,
Tamil Nadu, India;
Telephone: +91 44 4002 0700
Fax No.: +91 44 2846 0129
Email: investor@cameoindia.com
Website: www.cameoindia.com
SEBI Registration: INR000003753
Validity: Permanent
Contact Person: Ms. Sreepriya. K

The Issue will remain open for a minimum period of 7 (seven) days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly knows as the Department of Industrial Policy and Promotion) ("**DPIIT**"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2017 ("**FDI Circular 2017**"), which, with effect from August 28, 2017, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2017 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails. The Consolidated FDI Policy, issued by the DIPP, consolidates the policy framework in place as on August 27, 2017, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore the Consolidated FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the existing policy of the Government of India, erstwhile OCBs cannot participate in this Issue.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION VIII – STATUTORY AND OTHER INFORMATION

Please note that the Rights Equity Shares applied for under this Issue can be allotted only in dematerialized form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, would be available on the website of the Company at www.orientgreenpower.com from the date of this Draft Letter of Offer until the Issue Closing Date.

1. Material Contracts for the Issue

(i) Issue Agreement dated September 6, 2022 entered into between our Company and the Lead Managers.

(ii) Registrar Agreement dated September 5, 2022 entered into amongst our Company and the Registrar to the Issue.

(iii) Escrow Agreement dated [●] amongst our Company, the Lead Managers, the Registrar to the Issue and the Bankers to the Issue.

(iv) Monitoring Agency agreement dated September 7, 2022 entered into between our Company and the Monitoring Agency.

2. Material Documents

(i) Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time.

(ii) Annual Reports of the Company for the past three years.

(iii) Certificate of incorporation dated January 8, 2007.

(iv) Certificate of commencement of business dated January 8, 2007.

(v) Prospectus dated September 29, 2010 filed with SEBI, Stock Exchanges, RoC and other regulatory authorities during the initial public offering of our Company.

(vi) Resolution of the Board of Directors dated April 19, 2022 in relation to the Issue.

(vii) Resolution of the Rights Issue Committee dated September 7, 2022 approving and adopting this Draft Letter of Offer.

(viii) Resolution of the Board of Directors dated [●] approving and adopting the Letter of Offer.

(ix) Resolution of our Board dated [●], finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio.

(x) Consent of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Independent Chartered Accountant, Statutory Auditor, Lead Managers, Bankers to the Issue, Legal Advisor, the Registrar to the Issue and Monitoring Agency for inclusion of their names in the Draft Letter of Offer in their respective capacities.

(xi) The examination reports dated September 5, 2022 of the Statutory Auditor, on our Company's Restated Consolidated Financial Statements, included in this Draft Letter of Offer.

(xii) The limited review report dated July 29, 2022 of the Statutory Auditor on the unaudited consolidated financial statements for the three months period ended June 30, 2022 included in this Draft Letter of Offer.

(xiii) Statement of Tax Benefits dated September 7, 2022 from the Statutory Auditor included in this Draft Letter of Offer.

(xiv) Tripartite Agreement dated April 6, 2010 between our Company, NSDL and the Registrar to the Issue.

(xv) Tripartite Agreement dated April 12, 2010 between our Company, CSDL and the Registrar to the Issue.

(xvi) Due Diligence Certificate dated September 7, 2022 addressed to SEBI from the Lead Managers.

(xvii) In principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.

(xviii) SEBI observation letter number [●] dated [●].

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Rangachary Nambi Iyengar
(Chairman and Independent Director)

Place: Bangalore

Date: 07/09/2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Thyagarajan Shivaraman
(Managing Director and Chief Executive Officer)

Place: Chennai

Date: 07/09/2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Rangaswamy Sundararajan
(Non-Executive Director)

Place: Bangalore

Date: 07/09/2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Krishna Kumar Panchapakesan
(Non-Executive Director)

Place: Chennai

Date: 07/09/2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Maj. Gen. Amrit Lal Suri (Retired)
(Independent Director)

Place: Delhi

Date: 07/09/2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Ganapathi Ramachandran
(Independent Director)

Place: Chennai

Date: 07/09/2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Chandra Ramesh
(Independent Director)

Place: Chennai

Date: 07/09/2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Kotteswari Jagathpathi

Place: Chennai

Date: 07/09/2022