

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of Orient Green Power Company Limited will be held on Thursday, 30th June 2022 at 11.00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means to transact the following business:

ORDINARY BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT the Standalone and Consolidated Audited Financial Statements for the year ended 31st March 2022, together with the Directors' Report and the Auditors' Reports thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted.

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT Mr. P Krishna Kumar (DIN: 01717373) Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

3. **To re-appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-**

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and on the basis of recommendations of the Audit Committee, consent of the members be and is hereby accorded to re-appoint M/s. G.D.Apte & Co, Chartered Accountants, Mumbai Firm Registration No. 100515W, as the Statutory Auditors of the Company, for the second term of 5 (five) years from the conclusion of this Fifteenth Annual General Meeting until the conclusion of the Twentieth Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolution.

SPECIAL BUSINESS:

4. **To approve the appointment of Mr. T Shivaraman, as Managing Director & CEO of the Company for a period of 3 years from 30th March 2022 till 29th March 2025 and also for the payment of his remuneration**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. T Shivaraman (DIN: 01312018) as Managing Director & CEO of the Company for a period of 3 years from 30th March 2022 till 29th March 2025 and also for the payment of gross annual remuneration of Rs. 60 lakhs with effect from 1st July 2022 till 29th March 2025.

Apart from his gross annual remuneration, he is also entitled to:

1. **Club Fees:** Subscription or reimbursement of membership fee of two Clubs in India.
2. Company's car/s with driver
3. Gratuity as per the rules of the Company. This perquisite shall not be included in the computation of the aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
4. Eligible for leave on full pay and allowances and perquisites as per the rules of the Company. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and / or salary.
5. The Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such rules, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded, that where in any Financial Year during the current tenure of Mr. T Shivaraman as

Managing Director & CEO, the Company has no profits or its profits are inadequate, then remuneration of Rs. 60,00,000 (Rupees Sixty Lakhs only) per annum be paid to him as minimum remuneration in accordance with the limits prescribed as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Companies Act, 2013, relating to the payment of remuneration to the managerial personnel, the Board of Directors (hereinafter referred to as the 'Board') subject to the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to vary the remuneration including commission and perquisites etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to Nomination and Remuneration Committee of the Company to give effect to this resolution including filing of necessary forms/ returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.

5. To approve Material Related Party Transaction(s)

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board, for entering into any contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together with previous transactions during the financial year), with the following Parties for an amount not exceeding the limits as detailed below, at arm's length basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed;

S.No.	Name of the Related Party	Nature of Relationship	Transaction (Amount in Rs.)	Nature of Transaction
1	Beta Wind Farm Private Limited	Subsidiary	50 Crore	Revenue from operations - O & M services
2	Amrit Environmental Technologies Private Limited	Subsidiary	50 Crore	Loan to subsidiary
			50 Crore	Provisioning

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby ratified, approved and confirmed in all respects.

6. To adopt the Memorandum of Association of the company as per the provisions of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 13, 15 and other applicable provisions if any of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other rules and regulations, as may be applicable, the consent of the members be and is hereby accorded for alteration of Memorandum of Association of the Company by merging and retaining Clause III (C) - OTHER OBJECTS with Clause III B and to rename the Clause III (B) as - "Matters which are necessary for furtherance of the Objects specified in Clause III (A)" and renumber the Clause III (B) as sub-clause no. 1 to 65 and accordingly Memorandum of Association will no longer carry Other Objects with

no change in existing Clause III (A) containing the Main Objects sub-clause no. 1 to 7 and also alteration of the liability Clause of MoA i.e. Clause IV by substituting the existing Clause IV with the following new Clause IV:

Clause IV The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid provision and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors/ Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered to be necessary or desirable to give effect to this Resolution in this regard.

Chennai
May 30, 2022

By order of the Board of Directors
M Kirithika
Company Secretary
FCS No. 9811

Registered Office:

Bascon Futura SV, 4th Floor, No.10/1,
Venkatanarayana Road, T.Nagar,
Chennai 600017 Ph: 044-49015678,
E-mail: complianceofficer@orientgreenpower.com
Website: www.orientgreenpower.com

Notes

1. Pursuant to the Circular No. 2/2022 dated 5th May, 2022, read with circular number 20/2020 dated 5th May, 2020 and General Circular 2/2022 issued by the Ministry of Corporate Affairs (MCA) and General Circular no. 21/2021 dated December 14, 2021 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ('VC'), without the physical presence of members at a common

venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No.20/2020 dated 05.05.2020.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing's body resolution/authorization etc., authorizing their representative to attend the 15th AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Scrutinizer by email through its registered email address to alagar@geniconsolutions.com and may also upload the same at evoting@cdslindia.com.
5. The register of members and share transfer books of the Company will remain closed from Thursday, June 23, 2022 to Thursday, June 30, 2022 (both days inclusive) for the purpose of 15th AGM of the Company.
6. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
7. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on June 24, 2022 being Cut-off Date.
8. The Board of Directors has appointed M/s. M.Alagar & Associates, Practising Company Secretary, Chennai as the Scrutinizer to scrutinize the e-voting process via remote e-voting and e-voting at the 15th AGM in a fair and transparent manner and he has consented to act as scrutinizer.
9. The facility of joining the 15th AGM through VC/ OAVM will be opened 30 minutes before and will be open upto 15 minutes after the scheduled start time of the 15th AGM and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.

10. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 15th AGM of the Company.
 11. In terms of Sections 101 and 136 of the Act read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the 15th AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2021 - 22 will also be available on the Company's website <http://orientgreenpower.com/annualreport.asp>, website of the Stock Exchanges and RTA i.e. BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and CDSL (www.evotingindia.com)
 12. Further, those Members who have not registered their email addresses may temporarily get themselves registered with Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited ("RTA") by clicking the link: https://www.linkintime.co.in/EmailReg/Email_Register.html for receiving the Annual Report for FY 2021-22 also containing Notice of the AGM.
 13. The Company has been maintaining, inter alia, the following statutory registers at its registered office.
 - i) Register of contracts or arrangements in which directors are interested under Section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.
 14. Members are requested to address all the correspondences, to the Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai, Maharashtra 400083.
 15. Members whose shareholding is in electronic mode are requested to direct change of address notification and updates on bank account details, if any, to the respective depository participants.
 16. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
 17. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members holding shares in electronic mode who have not got their e-mail addresses updated with the DP are requested to update their e-mail address and any changes therein. Members holding shares in physical mode are requested to update their e-mail address/mobile number, quoting their folio number, to our Registrar and Share Transfer Agent, viz., M/s. Link Intime India Private Limited, (Unit: Orient Green Power Company Limited), ("RTA") in the URL [https:// web.linkintime.co.in/EmailReg/Email_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) or by writing to them at 'C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083, India, or by e-mail to rnt.helpdesk@linkintime.co.in.
 18. Since the 15th AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 19. The Company is also releasing a public notice by way of advertisement being published in English in Trinity Mirror and in vernacular language (Tamil) in Makkal Kural.
 20. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on June 03, 2022 have been considered.
- 21. Notes for E-voting:**
1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 2. The voting period begins on Monday, June 27, 2022 (10.00 A.M. IST) and ends on Wednesday, June 29, 2022 (5.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of June 24, 2022 may cast their vote electronically. The

remote e-voting module shall be disabled by CDSL for voting thereafter. The remote e-voting shall not be allowed beyond 5.00 P.M. (IST) on Wednesday, the June 29, 2022. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.orientgreenpower.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com

respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

5. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/ NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Provider i.e. CDSL, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use "Forgot User ID" and "Forgot Password" option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact the Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in

the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (v) Click on the EVSN for Orient Green Power Company Limited on which you choose to vote.
 - (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and

password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; complianceofficer@orientgreenpower.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Members attending the AGM through VC/OAVM & e-voting during the AGM are as under:

- (i) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of 'remote e-voting' or voting at the AGM through poll.
- (ii) Shareholders who have already cast their vote prior to the AGM through remote e voting may also attend/participate in the AGM through VC/OAVM but shall not be entitled to vote on such resolution again.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) The Company would be providing the CDSL system for the Members to cast their vote through remote e-voting and participate in the AGM through VC. Members may access the same at <https://www.evotingindia.com> under shareholders/ Members login by using the remote e-voting credentials.
- (v) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- (vi) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (vii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (viii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (ix) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (x) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (xi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to the date of meeting mentioning their name, demat account number/folio number, email id, mobile number to complianceofficer@orientgreenpower.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number to complianceofficer@orientgreenpower.com. These queries will be replied to

by the company suitably by email.

- (xii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (xiii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (xiv) In case of joint holder attending the Meeting, only such joint holder who is higher in the order of name will be entitled to vote.

Process for those Members whose email addresses are not registered with the depositories:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to complianceofficer@orientgreenpower.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Chennai
May 30, 2022

By order of the Board of Directors
M Kirithika
Company Secretary
FCS No. 9811

Registered Office:

Bascon Futura SV, 4th Floor, No.10/1,
Venkatanarayana Road, T.Nagar,
Chennai 600017 Ph: 044-49015678,
E-mail: complianceofficer@orientgreenpower.com
Website: www.orientgreenpower.com

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 & Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated May 30, 2022 and shall be taken as forming part of the notice.

ITEM NO. 3

M/s. G.D.Apte & Co, Chartered Accountants, Mumbai, Firm Registration No. 100515W were appointed as the Statutory Auditors of the Company at the 10th Annual General Meeting ('AGM') held on August 9, 2017 for a term of 5 years and they hold office upto the conclusion of the ensuing Annual General Meeting of the Company.

After evaluating and considering various factors, the Board of Directors of the Company has, based on the recommendation of the Audit Committee at its meeting held on May 20, 2022, proposed the re-appointment of M/s. G.D.Apte & Co, Chartered Accountants, Mumbai Firm Registration No. (100515W), as the Statutory Auditors of the Company, for the second term of 5 (five) years from the conclusion of this Fifteenth Annual General Meeting until the conclusion of the Twentieth Annual General Meeting of the Company at a remuneration as may be mutually agreed between the said Auditors and Board of Directors of the Company.

M/s. G.D.Apte & Co, have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the directors and key managerial personnel or their relatives are interested in the resolution as set out in item no. 3 of this notice.

ITEM NO. 4

The Members of the Company to consider for approving the appointment of Mr. T Shivaraman (DIN: 01312018) as the Managing Director & CEO of the Company for a period of 3 years.

Mr. T Shivaraman, aged 56 years, was appointed as the Director of our Company on January 28, 2010. He has a bachelor's degree in Chemical Engineering and master's degree in Mechanical Engineering from the Indian Institute of Technology (IIT), Madras. He has about 30 plus years of experience in plant operations and project engineering. He is currently also the Managing Director and the Chief Executive Officer of SEPC Limited. As a Chief Executive Officer, he oversaw the growth of SEPC Limited from a consolidated turnover of Rs 1,455.00 million in 2006 to Rs 10,108.70 million

in 2009. He was instrumental in taking SEPC to the public issue during the year 2008 with a market capitalisation of Rs 12,680 million. He was responsible for finalising joint ventures with Hamon Shriram Cottrell Private Limited, 'Cie' and 'Leitner Technologies', among others. Mr. T. Shivaraman was one of the founders of our Company. Prior to joining SEPC, he was associated with ICI India Limited.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. T Shivaraman as Managing Director & CEO. Accordingly, in view of the above the Board of Directors of the Company has, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on March 30, 2022 proposed the appointment of Mr. T Shivaraman (DIN: 01312018) as Managing Director & CEO of the Company for a period of 3 years from 30th March 2022 till 29th March 2025 without any remuneration, subject to the approval of the shareholders.

Further, the Nomination and Remuneration Committee at its meeting held on May 30, 2022 recommended the remuneration to be paid to Mr. T Shivaraman for the period from 1st July 2022 to 29th March 2025 under Section 196, 197, 198, 203 read with Schedule V of the Companies Act 2013 for the gross annual remuneration of Rs.60 lakhs together with certain other benefits/perquisites as detailed in the resolution, which was approved by the Board of Directors of the Company at their meeting held on May 30, 2022, subject to the approval of the shareholders.

It is informed that Mr. T Shivaraman is also the Managing Director & CEO of SEPC Limited and his tenure as Managing Director & CEO of SEPC Limited is expiring by 19th September 2022.

As per Section 197 of the Companies Act 2013, the total managerial remuneration payable to its directors, including Managing Director and Whole-Time Director, and its Manager in respect of any financial year shall not exceed 11% of the net profits of that company for that financial year computed in the manner laid down in Section 198 of the Companies Act 2013.

Provided that the company in general meeting may, authorise the payment of remuneration exceeding 11% of the net profits of the company, subject to the provisions of Schedule V.

Under the Provisions of Section 197 read with Schedule V of the Companies Act, 2013, the appointment or reappointment of a managing director, shall be in accordance with the

conditions specified in Parts I and II of Schedule V subject to the provisions of Part III of that Schedule

Since, the Company has not committed any default to any of its secured creditors or public financial institutions, obtaining prior approval from the secured creditor / lenders are not required for the proposed appointment of Mr. T Shivaraman, Managing Director & CEO.

All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sunday and other public holidays, between 11.00 a.m. to 5.00 p.m till the date of the Annual General Meeting.

As the above mentioned remuneration payable to Mr. T Shivaraman is well within the limits prescribed under Schedule V read with relevant provisions of Companies Act 2013, accordingly a special resolution is proposed for the approval of the shareholders.

The statement as required under Schedule V of the Companies Act, 2013, is as below:

I. GENERAL INFORMATION:

a. Nature of Industry:

The Company is the one of the largest independent renewable energy-based power generation companies focused on developing, owning and operating a diversified portfolio of wind renewable projects.

b. Date of Commencement of business: 18th January, 2007

c. Financial Performance: for the financial year 2020-21

Particulars (Continuing Operations)	(Rs. in Lakhs)
Revenue	2,947
Operating Margin (PBT + Interest - Other Income)	(698)
EBITDA	(195)
PBT / (Loss before Tax) before Exceptional Items	(744)
PAT / (Loss after Tax)	(744)
Total Assets	1,04,923
Shares Outstanding (No.)	75,07,23,977

Particulars	(Details)
Balance Sheet	
Current Ratio	1.35
ROCE (PBIT/Effective Capital Employed)	-
Per Share Data (Annualized)	
Revenue Per Share (in Rupees)	0.39
EPS (Before Exceptional Items)(in Rupees)	(0.11)

e. Foreign investments or collaborators, if any:

The Company has made investment in Statt Orient Energy Private Limited, Sri Lanka with 90% stake with 10% being held by the local partner and the same was disposed during January 2022. Besides, the company has invested in a wholly owned subsidiary in Europe, i.e. Orient Green Power Europe B.V. and for development of wind farms through step down subsidiary.

II. INFORMATION ABOUT THE APPOINTEE:

a. Background details:

Mr. T Shivaraman, aged 56 years, was appointed as the Director of our Company on January 28, 2010. He has a bachelor's degree in Chemical Engineering and master's degree in Mechanical Engineering from the Indian Institute of Technology (IIT), Madras. He has about 30 plus years of experience in plant operations and project engineering. He is currently also the Managing Director and the Chief Executive Officer of SEPC Limited. As a Managing Director and CEO, he oversaw the growth of SEPC Limited from a consolidated turnover of Rs 1,455.00 million in 2006 to Rs 10,108.70 million in 2009. He was instrumental in taking SEPC to the public issue during the year 2008 with a market capitalisation of Rs 12,680 million. He was responsible for finalising joint ventures with Hamon Shriram Cottrell Private Limited, 'Cie' and 'Leitner Technologies', among others. Mr. T. Shivaraman was one of the founders of our Company. Prior to joining SEPC, he was associated with ICI India Limited.

b. Past Remuneration: Nil

c. Job Profile and its suitability:

Mr. T Shivaraman has about 30 plus years of experience in plant operations and project engineering. In view of his rich experience, dynamism and recognition, the Board of Directors of the Company feels that Mr. T Shivaraman would be the most efficient person to appoint as the Managing Director & CEO of the Company.

d. Remuneration Proposed:

Gross Annual Remuneration of Rs. 60 Lakhs.

Apart from the above, Mr. T Shivaraman is also entitled to:

- Club Fees:** Subscription or reimbursement of membership fee of two Clubs in India.
- Company's car/s with driver
- Gratuity as per the rules of the Company. This prerequisite shall not be included in the computation

of the aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

4. Eligible for leave on full pay and allowances and perquisites as per the rules of the Company. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and / or salary.
5. The Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such rules, perquisites shall be evaluated at actual cost.

e. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:

Currently, there are only few players apart from the Company in the renewable energy business. The Company's business has a long gestation period and is highly capital intensive in nature requiring large out-flows of funds. In order to effectively oversee the implementation of the projects as well as the operations of the running plants, the Company requires strong and exceptionally proven and experienced managerial personnel to monitor and successfully manage the interest of the Company. Considering Mr. T Shivaraman experience and keeping in mind the requirements of skills and effective leadership required to drive the challenging business, the remuneration proposed is considered to be moderate in comparison to the remuneration packages of senior level personnel in other similar Companies in the Industry. The Nomination and Remuneration Committee consisting of three non-executive Directors, after elaborate discussions, has approved the proposed remuneration.

f. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. T Shivaraman, is a Managing Director & CEO of SEPC Limited and holds directorship in SVL Limited, which are the promoter companies. Also, he is one of the trustees in SVL Trust which is the ultimate holding entity of the Company. Further he holds 1,33,500 Equity Shares in the Company also he holds 2,85,685 Equity Shares in SEPC Limited.

Apart from the above, has no other pecuniary relationship with the Company or with the managerial personnel, except the remuneration being proposed to be paid to him as Managing Director & CEO of the Company.

III. OTHER INFORMATION:

a. Reasons for loss or inadequate profit:

The Company is one of the leading Independent renewable energy based power generation company focused on developing, owning and operating a diversified portfolio of renewable projects. Currently the portfolio includes, wind energy.

As of March 31 2022, our total portfolio of operating projects comprised of 417 MW of wind energy.

The consolidated revenue (continuing operations) including other income for the financial year 2020-21 decreased by 21% to Rs.25,475 lakhs as against Rs. 32,319 lakhs, mainly driven by low wind during the season coupled with disruptions in REC trading due to regulatory changes. Consequently, the Consolidated EBITDA (continuing operations) excluding exceptional items for the year was at Rs. 17,000 lakhs against Rs. 28,045 lakhs for the previous fiscal.

However the Company reported a loss of Rs.797 lakhs on a standalone basis and Rs. 5,701 lakhs on a consolidated basis for the year ended 31st March 2021 mainly due to low wind during the season and disruptions in REC trading due to regulatory changes.

b. Steps taken or proposed to be taken for improvement:

- The company's persistent representations through industrial associations resulted in favorable outcomes from disputes with various regulatory bodies/Discoms. This has significantly improved the cash flows during 2021-22.
- Efforts for reducing the interest rates have started yielding results and the average interest cost of the group came down by 1%.
- In regular discussion with bankers for lowering finance cost & improving liquidity by extending loan tenures
 - > Efforts to reduce interest rates have started yielding visible results. The company saved over Rs.5 crore during the period on interest rate reduction.
 - > Exploring avenues to refinance existing debt. We expect some positive developments in the near future.

c. Expected increase in productivity and Profits in measurable terms.

Mr. T Shivaraman is a bachelor's degree in Chemical Engineering and master's degree in Mechanical

Engineering from the Indian Institute of Technology (IIT), Madras, has about 30 plus years of experience in plant operations and project engineering. In view of the vast experience in finalising various joint ventures and also in view of his business profile and his experience as MD & CEO of SEPC Limited, the board considered that his appointment as Managing Director & CEO of our company would be of immense benefit to the Company, in terms of increased profitability and growth of this company. The Company would be further benefited in terms of growth, profitability with his guidance and rich experiences.

Except Mr. T Shivaraman, none of the directors and key managerial personnel or their relatives are interested in the resolution as set out in item no. 4 of this notice.

The Board of Directors recommends the resolution for your approval as a **Special Resolution**.

The given particulars of his appointment and remuneration as stated above, may be treated as an Abstract pursuant to Section 197 of the Companies Act, 2013

ITEM NO. 5

Approval of Material Related Party Transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('LODR Regulations') was amended vide notification dated November 9, 2021, inter-alia, enhancing the scope of related party, related party transactions (RPTs) and the materiality threshold for seeking shareholder approval with effect from April 1, 2022, ie. if transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. The Material Related Party Transactions requires approval of the Shareholders by

passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Beta Wind Farm Private Limited and Amrit Environmental Technologies Private Limited are Related Parties as defined under Section 2(76) of the Companies Act, 2013 and/ or under applicable accounting standards.

Beta Wind Farm Private Limited (BETA) and Amrit Environmental Technologies Private Limited (AETPL) are Subsidiaries of Orient Green Power Company Limited. Your Company holds 74% equity share capital each in BETA and AETPL. Your Company is in the business of generation and sale of power from renewable energy sources. Considering the nature of business of your Company and the relevance of the transactions in the business, the transactions with BETA are of continuous in nature and are being made in the Ordinary Course of Business at an arm's length basis.

In respect of AETPL, considering the corporate guarantee issued to IL&FS Financial Services Limited (ILFS) towards the loan taken by AETPL from ILFS and in view of the current financial position of AETPL to service these loan obligations of ILFS and other commitments, it becomes necessary that our company may have to lend the amount as stated in the resolution during this FY 2022-23. Further, considering the recoverability of this loan, provisioning may be necessitated for this loan, hence approval of the Shareholders is being sought both for lending and provisioning.

As the value of transaction(s) may exceed the materiality threshold limit, as provided under the SEBI (LODR) Regulations, 2015, your approval is being sought for the Related Party Transactions as set out in the resolution for the financial year 2022-23.

The other related information as envisaged under the Act and SEBI Regulations, 2015 are furnished hereunder:

S. No.	Particulars	Beta Wind Farm Private Limited	Amrit Environmental Technologies Private Limited
1	Type, material terms and particulars of the proposed transactions	Revenue from operations - Windmill O&M services, Providing Operation and Maintenance services to windmills at various locations across Andhra Pradesh, Tamilnadu, Gujarat and Karnataka.	Loan to Subsidiary and Provisioning
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Beta Wind Farm Private Limited- Subsidiary Financial	Amrit Environmental Technologies Private Limited - Subsidiary Financial
3	Tenure of the proposed transaction (particular tenure shall be specified);	The services shall be for a period of one year and shall be extended for further periods as mutually agreed by the parties.	2 years or shall be extended for further periods as mutually agreed
4	Value of the proposed transaction;	Rs. 50 Crore	Rs. 50 Crore - Loan to Subsidiary Rs. 50 Crore - Provisioning
5	The percentage of the OGPL's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	20%	20%
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable	Borrowing from SVL Limited/other group company. The loans taken from SVL Limited or other group company to be repaid along with interest by March 2024 or shall be extended for further periods as mutually agreed. This Unsecured loan is to be repaid within 2 years or further extended periods as mutually agreed at a simple interest rate charged at SBI MCLR. Loan from IL&FS is payable since it is guaranteed by the Company and considering the recoverability, provisioning may be necessitated for this loan, hence approval of the Shareholders is being sought both for lending and provisioning.
7	Justification as to why the RPTs are in the interest of the listed entity	As detailed elsewhere in the Explanatory Statement	As detailed elsewhere in the Explanatory Statement
8	A copy of the valuation or other external party report, if any such report has been relied upon;	The transactions do not contemplate any valuation.	The transactions do not contemplate any valuation.

S. No.	Particulars	Beta Wind Farm Private Limited	Amrit Environmental Technologies Private Limited
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable	Not Applicable
10	Name of the Director or KMP who is related, if any	None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the Item No. 5 of the Notice, except Mr. R Ganapathi, Maj. Gen. A L Suri (Retd.) and Ms. J Kotteswari is deemed to be concerned or interested in the transaction entered between this Company with Beta Wind Farm Private Limited being Mr. R Ganapathi and Maj. Gen. A L Suri (Retd.) are Directors both in the Company as well as Beta Wind Farm Private Limited and Ms. J Kotteswari is CFO in the Company and Director in Beta Wind Farm Private Limited.	None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the Item No. 5 of the Notice.
11	Any other information that may be relevant	Not Applicable	Not Applicable

Apart from the above, none of the other directors and key managerial personnel or their relatives are interested in the resolution as set out in item no. 5 of this notice.

The Board recommends the resolution set forth in the above item for the approval of the members by way of **Ordinary Resolution**.

ITEM NO. 6

As per the provisions of Section 4 and Table A of Schedule I of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 the Memorandum of Association of the Company will no longer carry the Other Objects Clause.

However, the existing Memorandum of Association of the Company carries the other Objects Clause., in order to align the existing MOA of the Company in accordance with Table A of the Schedule I and Section 4 of the Companies Act 2013, it is proposed to alter Memorandum of Association of the Company by merging and retaining Clause III (C) – OTHER OBJECTS with Clause III B and to rename the Clause III (B) as – “Matters which are necessary for furtherance of the Objects specified in Clause III (A)” and renumber the Clause

III (B) as sub-clause no. 1 to 65 and accordingly Memorandum of Association will no longer carry the Other Objects with no change in existing Clause III (A) containing the Main Objects sub-clause no. 1 to 7 and also alteration of the liability Clause of MoA i.e. Clause IV by substituting the existing Clause IV with the following new Clause IV:

Clause IV The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

Hence the Board of Directors at its meeting held on May 20, 2022 decided to amend Memorandum of Association of the Company in accordance with Table A of the Schedule I and Section 4 of the Companies Act 2013 and seek shareholders' approval for the same. In terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, the consent of the members by way of special resolution is required for amendment of the Memorandum of Association of the Company.

A copy of the proposed set of amended Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company

during the office hours on any working day, except Saturdays, Sunday and other public holidays, between 11.00 a.m. to 5.00 p.m till the date of the Annual General Meeting.

The updated Memorandum and Articles of Association of the Company will be available on the Company's website <http://orientgreenpower.com/Companies-Act-and-SEBI-Compliance.asp>

None of the directors and key managerial personnel or their relatives are interested in the resolution as set out in item no. 6 of this notice.

The Board recommends the resolution set forth in the above item for the approval of the members by way of **Special Resolution**.

Chennai
May 30, 2022

By order of the Board of Directors
M Kirithika
Company Secretary
FCS No. 9811

Registered Office:

Bascon Futura SV, 4th Floor, No.10/1,
Venkatanarayana Road, T.Nagar,
Chennai 600017 Ph: 044-49015678,
E-mail: complianceofficer@orientgreenpower.com
Website: www.orientgreenpower.com

Details of Directors seeking appointment/re-appointment at the Fifteenth Annual General Meeting (Pursuant to Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2))

Profile of the Director who are proposed to be appointed / re-appointed is as below:

S. No.	Particulars	P Krishna Kumar (re-appointment)	T Shivaraman (appointment)
1	Date of Birth	11/09/1954	18/11/1965
2	DIN	01717373	01312018
3	Age	67	56
4	Qualification	Bachelor's degree in Mechanical Engineering from Alagappa Chettiar College of Engineering & Technology, Madurai Kamaraj University	Bachelor's degree in Chemical Engineering and Master's degree in Mechanical Engineering from the Indian Institute of Technology (IIT), Madras
5	No. of Board Meeting attended during the Financial Year 2021-22	6 (Six)	6 (Six)
6	Terms and Conditions of appointment	The terms and conditions of reappointment will be on the same terms as mentioned in the notice elsewhere in this report	The terms and conditions of appointment will be on the same terms as mentioned in the notice elsewhere in this report
7	Remuneration to be paid	Not Applicable	Gross annual remuneration of Rs. 60 Lakhs and other perquisites as stated in the resolution
8	Original Date of appointment on the Board of Directors	28/09/2007	28/01/2010
9	Shareholding as on March 31, 2022	Nil	1,33,500 Equity Shares
10	Relationship with other Directors/KMP	Nil	Nil
11	Directorship, Membership / Chairmanship of Committees of other Board	<p>Directorship:</p> <ol style="list-style-type: none"> LSML Private Limited Nihon Technology Private Limited Classic Alliance LLP Navsar Engineering International Private Limited <p>Membership / Chairmanship of Committees: Nil</p>	<p>Directorship:</p> <ol style="list-style-type: none"> SEPC Limited SVL Limited Orient Green Power Europe BV SVL Trust <p>Membership / Chairmanship of Committees:</p> <ol style="list-style-type: none"> SEPC Limited Corporate Social Responsibility Committee Risk Management Committee
12	Listed companies (other than Orient Green Power Company Limited) holds directorship and committee membership	Not Applicable	Not Applicable