



ORIENT GREEN POWER COMPANY LIMITED
Registered Office: Bascon Futura SV, 4th Floor, No.10/1,
Venkatanarayana Road, T. Nagar, Chennai 600 017
Corporate Identity Number: L40108TN2006PLC061665
Ph: 044-49015678, Website: www.orientgreenpower.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each as amended read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/ 2022 dated May 05 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that the Resolutions appended below for seeking approval by Members of the Company by means of Postal Ballot, only by way of remote e-voting process ('e-voting') being provided by the Company to all its Members to cast their votes electronically.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being only by electronic mode to those members whose name appear on the Register of Members/List of Beneficial Owners as on Friday, December 15, 2023 being the cut-off date for the purpose and to those Members whose e-mail addresses are registered with Cameo Corporate Services Limited ("Cameo"), the Company's Registrar and Share Transfer Agent or Depository Participants. The communication of assent or dissent of the Members would take place only through the remote e-voting system. Those who members who have not registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

As required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility through Central Depository Services (India) Limited (CDSL). Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically.

The Board of Directors of your Company at its meeting held on December 15, 2023, has appointed M/s. M Alagar & Associates, Practising Company Secretaries, Chennai (Membership No. F7488 and CoP No. 8196) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The voting period begins on Saturday, December 23, 2023 (10.00 a.m. IST) and ends on Sunday, January 21, 2024 (5.00 p.m. IST). The Scrutinizer will submit the report to Mr. T Shivaraman, Managing Director

& CEO or Ms. M Kirithika, Company Secretary of the Company upon completion of the scrutiny of the votes cast through physical and remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Tuesday, January 23, 2024.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <https://www.orientgreenpower.com> and on the website of Central Depository Services Limited ("CDSL") www.evotingindia.com.

The last date of the e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority. The proposed resolution requiring consent of Members through Postal Ballot are as under:

SPECIAL BUSINESS

Item No. 1

To Approve re-appointment of Ms. Chandra Ramesh (DIN: 00938694) as an Independent Non-Executive Director

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 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time, Ms. Chandra Ramesh (DIN: 00938694) Independent Non-Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five (5) consecutive years with effect from 27th February 2024 to 26th February 2029 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and other steps as may be necessary, proper or expedient to give effect to this resolution.

Item No.2

To increase the threshold limits for providing Loans and Advances and to give Guarantee, provide Securities and further to invest in securities under Section 186 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 in supersession of all the shareholder resolutions passed earlier, the consent of the Company be and is hereby accorded in terms of the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to the approval of the Reserve Bank of India, if any, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the

time being in force) and such conditions as may be prescribed by any of the concerned authorities, the Board be and is hereby authorized,

- a) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside India, subjected to provisions of applicable laws, which may or may not be subsidiary(ies) of the Company as the Board/Committee may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of the following limits.

INVESTMENT

Particulars	Rs. in Crores
Subsidiary Companies	2,500.00
Other Bodies Corporate	500.00
Total	3,000.00

- b) to make/ give from time to time any loan or loans to anybody or bodies corporate, whether in India or outside India, subjected to provisions of applicable laws, which may or may not be subsidiary(ies) of the Company on such terms and conditions as the Board/Committee may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits, provided further in pursuance of Section 62 (3) and 71 and any other applicable provisions of the Companies Act, 2013 exercise option of conversion of loan into Equity Shares/Preference Shares/Debenture of the respective companies in one or more occasion, if it is necessitated in case of any statutory or commercial requirement.

LOAN

Particulars	Rs. in Crores
Subsidiary Companies	2,500.00
Other Bodies Corporate	500.00
Total	3,000.00

- c) give from time to time any guarantee(s) and/or provide any security, in connection with any loan(s) made, by any other person(s) to, or to any other person(s) or by, any body(ies) corporate, whether in India or outside India, which may or may not be subsidiary(ies) of the Company as the Board/Committee may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits.

GUARANTEE

Particulars	Rs. in Crores
Subsidiary Companies	2,500.00
Other Bodies Corporate	500.00
Total	3,000.00

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, 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 including the terms and conditions within the above limits for investments in securities / loans / guarantees / securities upto which such investments in securities / loans / guarantees / securities, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer / dispose of the investments so made, from time to time, and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments 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/Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, and confirmed in all respects.

Item No. 3

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(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations) read with applicable provisions of the Companies Act, 2013 (“the Act”) read with relevant Rules, if any, as amended from time to time, and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and the Company’s policy on Materiality of Related Party Transactions and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals and on, 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 or continue with any existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together with earlier transactions during the financial year), with the following Parties for an amount not exceeding the limits as detailed below, being carried out 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 (Rs. In Crores)	Nature of Transaction
1	Clarion Wind Farm Private Limited	Step down Subsidiary	100	Lending of funds
2	Gamma Green Power Private Limited	Subsidiary	50	Lending of funds
3	Delta Renewable Energy Private Limited	Subsidiary (Wholly Owned)	100	Lending of funds
4	Delta Renewable Energy Private Limited	Subsidiary (Wholly Owned)	100	Investment

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/Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, and confirmed in all respects.

Item No. 4

To advance any loan/give guarantee/provide security under Section 185 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 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, the approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), to give any loan, including any loan represented by book debt or give guarantee or provide any security in connection with any loans/guarantees/securities to M/s. Delta Renewable Energy Private Limited (DELTA), in whom the Director of the Company, either directly or indirectly, are interested, up to an amount not exceeding in aggregate Rs. 500 crore (Rupees Five Hundred crores only) at any time, provided that such loan to be utilized by DELTA for their respective principal business activities only and such other details as mentioned in the explanatory statement.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee of Directors of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things 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.

December 15, 2023
Chennai

By order of the Board of Directors
For Orient Green Power Company Limited

M Kirithika
Company Secretary
Membership No. F9811

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. The relative explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set out in the notice is annexed hereto.
2. The Board has appointed M/s. M Alagar & Associates, Practising Company Secretary, Chennai as the Scrutinizer for conducting the postal ballot through remote e-voting process in accordance with the law and in a fair and transparent manner.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, the December 15, 2023, being the Cut-Off Date for the purpose and whose e-mail address is registered with Cameo Corporate Services Limited ("Cameo"), the Company's Registrar and Share Transfer Agent or Depository Participants. In accordance with the aforesaid MCA Circulars, the Physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. This Postal Ballot Notice will also be available on the Company's website at www.orientgreenpower.com, 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 and on the website of CDSL viz. www.evotingindia.com. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only. i.e. by casting their votes electronically instead of submitting Postal Ballot Forms.
4. Members who have still not registered their email IDs are requested to do so at the earliest as under

Please follow below instructions for registration of e-mail address for login details for remote e-voting, visit the link: <https://investors.cameoindia.com> and follow the registration process as guided therein.

The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail address and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to Registrar & Share Transfer Agent (RTA) at investor@cameoindia.com.

5. The Cut-Off Date ie. Friday, December 15, 2023 is for determining the eligibility to receive this Notice and to vote by electronic means. Only 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 shall be entitled to vote. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.
6. E-voting shall commence on Saturday, December 23, 2023 (10.00 a.m. IST) and ends on Sunday, January 21, 2024 (5.00 p.m. IST). The e-voting module shall be disabled by CDSL for voting thereafter. The results of the Postal Ballot shall be declared on or before Tuesday, January 23, 2024 along with the Scrutinizer's Report.
7. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the company for E-voting i.e. Sunday, January 21, 2024. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a general meeting. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, December 15, 2023. In case of Joint holders only such joint holder who is higher in the order of names will be entitled to vote.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to

this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Tamil daily newspaper circulating in Tamil Nadu (in vernacular language, i.e. Tamil)

9. The Company has engaged CDSL (hereinafter referred to as "CDSL" or "Service Provider") for facilitating remote e-voting to enable the Members to cast their votes electronically.

10. The instructions for remote e-voting are as under:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, December 23, 2023 at 10.00 am IST and ends on Sunday January 21, 2024 at 5.00 pm 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 December 15, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) 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 abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 hold 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting 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 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.
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the Electronic Voting Sequence Number (EVSN) of Orient Green Power Company Limited.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/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 **Company/RTA email id.**
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 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 at toll free no. 1800 22 55 33

**December 15, 2023
Chennai**

**By order of the Board of Directors
For Orient Green Power Company Limited**

**M Kirithika
Company Secretary
Membership No. F9811**

Registered Office:

Bascon Futura SV, 4th Floor, No.10/1,
Venkatanarayana Road, T.Nagar,
Chennai 600017 Ph: 044-49015678,
E-mail: complianceofficer@orientgreenpower.com
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
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The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated December 15, 2023 and shall be taken as forming part of the notice.

As required under Section 102 and other applicable provisions of the Companies Act, 2013 to the extent applicable, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider and approve the resolutions mentioned above:

Item No. 1

Ms. Chandra Ramesh is an Independent Non-Executive Director of the Company. She joined the Board of Directors of the Company in 27/02/2019, pursuant to Sections 149 (11) of the Companies Act, 2013 and Regulation 25 of the SEBI(Listing Regulations), 2015 and she was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 26th February 2024, by the Members of the Company in the Annual General Meeting held on 5th August 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, shall also be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. She is not debarred from holding office by order of SEBI or any authority.

Ms. Chandra Ramesh was evaluated and she is effective and efficient on discharging her roles and responsibilities as an Independent Director of the Company. The Board and its allied Committees have been benefitted from her relevant specialization and expertise in the knowledge.

Brief resume of the director and Nature of her expertise in specific functional areas:

Ms. Chandra Ramesh, is an Independent Director of our Company. She has been associated with our Company since 2019. 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.

Considering her experience, the Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation and skills, experience and expertise possessed by Ms. Chandra Ramesh, has recommended re-appointment of Ms. Chandra Ramesh, as a Non-Executive Independent Director for the second term. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on December 15, 2023, approved

to re-appoint Ms. Chandra Ramesh as a Non- Executive Independent Director for second term of five (5) years with effect from 27th February 2024 to 26th February 2029 not liable to retire by rotation subject to the approval of shareholders by way of a special resolution. In this regard the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member. A copy of the draft letter for the appointment of Ms. Chandra Ramesh as an Independent Director setting out the terms and conditions is available for inspection at the Registered Office of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to get guidance from Ms. Chandra Ramesh as an Independent Director.

Details of Director seeking re-appointment through postal ballot (pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) and Secretarial Standards on General Meetings SS-2 of ICSI are as follows:

Name of the Director	Ms. Chandra Ramesh
DIN	00938694
Date of Birth	09/06/1960
Age	63 years
Nationality	Indian
Date of first appointment on the Board	27/02/2019
Qualification	ICAI, ICMAI, ICSI, PGDM (IIM)
Expertise in specific functional areas	Leadership, Cost and Management Accounting, Budgeting and Systems, Finance, Secretarial, Investment and Banking, Lease/HP Financing, Project Counselling and Advisory Services, Insurance and Re-Insurance Broking, Stock Broking, Equity and Commodity Market Analyst.
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Item No. 1 of the Notice and Explanatory Statement
Terms and conditions of re-appointment	The re-appointment is for a term of five (5) years commencing from 27 th February 2024 to 26 th February 2029 not liable to retire by rotation as set out in resolution at Item no. 1 of this Notice.
Details of remuneration last drawn (FY 2022-23)	Remuneration: Nil Sitting Fee: Rs. 1,45,000
Details of remuneration sought to be paid	Sitting fee for attending Board/Committee meeting shall be paid by the Company
Directorships in other Listed Companies (excluding foreign companies)	None
Membership/ Chairpersonship of Committees in other Listed companies (excluding foreign companies)	None
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Resigned from SEPC Limited on 23.09.2022
No. of Board Meetings attended during FY 2022-23 (upto the date of this Notice)	Attended all the meetings the Board in the FY 2022-2023 and 6 meetings held upto the date of this notice

Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
No. of shares held	10,000

The Board recommends the passing of the resolutions as set out at item no. 1 of the accompanying notice as Special resolution.

Except Ms. Chandra Ramesh being an appointee, none of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

This Explanatory Statement together with the accompanying Postal Ballot Notice may also be regarded as a disclosure under Regulation 36(3) of the LODR and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 2

As per the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of the Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of, sixty per cent of the aggregate of the paid up capital, free reserves and Securities Premium account or hundred per cent of its free reserves and Securities Premium account, whichever is more, if Special Resolution is passed by the shareholders of the Company.

The Company has in the course of its business formed various subsidiaries and step-down subsidiaries wherein, the Company is holding shares, either directly or through its subsidiaries. Such companies require support from the company from time to time in the form of infusion of funds into their businesses for the expansion activities as well as for operations. With a view to meet the fund requirements of some of the subsidiaries/ step down subsidiaries / bodies corporate, the Company proposes to provide assistance in the form of direct loans or extension of guarantees or provision of securities for loans from other parties or investment into the securities of the said companies as and when required.

The Company has at present, the following Non-Wholly Owned Subsidiaries (Non- WOSs) which are in the business of generating power through renewable sources:

List of Non-Wholly Owned Subsidiaries:

S.No.	Name of the Subsidiaries
1	Beta Wind Farm Private Limited (BETA)
2	Gamma Green Power Private Limited (GAMMA)
3	Clarion Wind Farm Private Limited (Subsidiary of Bharath Wind Farm Limited., a wholly owned subsidiary of the company)
4	Amrit Environmental Technologies Private Limited (AMRIT)
5	Vjetro Elektrana Crno Brdod.o.o., Croatia (Subsidiary of Orient Green Power (Europe) B.V., Netherlands (OGPE), which is a wholly owned subsidiary of the company)
6	Orient Green Power d.o.o., Macedonia (Subsidiary of OGPE)

The Company is already implementing various expansion activities through its various subsidiaries and may also embark on future expansion plans through the various subsidiaries in order to derive maximum value.

The increasing business operations and future growth plans of the Company may necessitate making further investments /providing loans or giving guarantees or providing security to these body corporate(s), over a period of time in the future.

It is, therefore, necessary to authorise the Board for such purposes, namely to make any loan(s) to and/or to give any guarantee (s)/ provide any security(ies), in connection with loan(s) taken by subsidiaries/ body corporate(s) and /or to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/ body corporate(s)in India or outside India as detailed below:

Rs. in Crores			
Particulars	Investment not exceeding	Loan not exceeding	Guarantee/ Securities not exceeding
Subsidiary Companies	2,500.00	2,500.00	2,500.00
Other Bodies Corporate	500.00	500.00	500.00
Total	3,000.00	3,000.00	3,000.00

In case the Company is granting loan to Subsidiaries or Other Bodies Corporate, as enumerated in this Section then, it is upto to the discretion of the Board/Committee of the Directors to convert the entire loan or a portion of the loan into Equity Shares/Preference Shares/Debenture, if and when decided by the Board/Committee without seeking further approval of the shareholders under Section 62 (3) and 71 and any other applicable provisions of the Companies Act 2013.

The proposed special resolution as set out in item No. 2 of the Postal Ballot Notice is enabling in nature for any loan / investment / guarantee / security, if any, made in or given to subsidiaries/ bodies corporate as per the provisions of the Companies Act, 2013. Hence prior approval of the Members of the Company is sought for exercising these powers by the Board.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members of the Company is proposed to be obtained through postal ballot by way of a special resolution. The Board has approved the above proposal at its meeting held on December 15, 2023.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No. 2 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form as explained in the notes appended herewith.

The following Directors of the Company is /are concerned/interested or deemed to be concerned/interested in the above said resolution being Directors in the following Non- Wholly Owned Subsidiaries:

S. No.	Name & Designation	Name of the Non- Wholly Owned Subsidiaries
1.	Mr. R Ganapathi, Independent Director	BETA
2.	Mr. R Ganapathi, Independent Director	GAMMA
3.	Mr. R Ganapathi, Independent Director	CLARION
4.	Mr. T Shivaraman, Managing Director & CEO	OGPE

Except stated above none of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

Item No. 3

Clarion Wind Farm Private Limited (CLARION) is step down subsidiary of the Company with 72.35% of equity share holding, Gamma Green Power Private Limited (GAMMA) is subsidiary of the Company with 72.50% of equity share holding and Delta Renewable Energy Private Limited (DELTA), a wholly owned subsidiary are Related Parties as defined under Section 2 (76) of the Companies Act, 2013 and/or under applicable accounting standards.

Your Company is in the business of developing renewable energy through subsidiary company(ies) and rendering of related operation & maintenance services. Considering the nature of business of your Company and the relevance of the transactions in the business, the transactions proposed below with the subsidiaries are being made in the Ordinary Course of Business and are at an arm's length.

The Company, along with its subsidiary(ies), propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned hereinbelow.

S.No.	Name of the Related Party	Nature of Relationship	Transaction (Rs. In Crores)	Nature of Transaction
1	Clarion Wind Farm Private Limited	Step down Subsidiary	100	Lending of funds
2	Gamma Green Power Private Limited	Subsidiary	50	Lending of funds
3	Delta Renewable Energy Private Limited	Subsidiary (Wholly Owned)	100	Lending of funds
4	Delta Renewable Energy Private Limited	Subsidiary (Wholly Owned)	100	Investment

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('Listing 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 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. Since the quantum of loan to be given to CLARION, GAMMA and DELTA is likely to exceed 10% of the annual consolidated turnover ie. Rs. 25.83 Crores based on 31st March 2023 financials of the Company and being the Material Related Party Transactions, it requires prior approval of the Shareholders by 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 the Listing Regulations.

Members are informed that the Company had already obtained the requisite approval under Section 186 of the Companies Act 2013 from the shareholders at the various Meetings held through Annual General Meeting /Extra Ordinary General Meeting/Postal Ballot for the proposed loans/ investments/ guarantees/securities. However, pursuant to the amendment to Regulation 23 of the Listing Regulations, all related party transactions which 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 shall require the approval of the shareholders by way of an Ordinary Resolution.

Further, as the value of transaction(s) may exceed the materiality threshold limit, as provided under the SEBI Listing Regulations, 2015, your approval is being sought for the Material Related Party Transactions as set out in the resolution.

The other related information as envisaged under the Act and the Listing Regulations are furnished hereunder:

S.No.	Particulars	Clarion Wind Farm Private Limited	Gamma Green Power Private Limited	Delta Renewable Energy Private Limited	
Summary of the information provided by the management of the listed entity to the audit committee					
1	Type, material terms and particulars of the proposed transactions	Lending of funds – tenure and rate of interest as mutually agreed and subject to covenants with other lenders.	Lending of funds – tenure and rate of interest as mutually agreed and subject to covenants with other lenders.	Lending of funds – tenure and rate of interest as mutually agreed and subject to covenants with other lenders.	Investment in Equity Shares, Preference Shares, Debentures or other financial instruments of the subsidiary.
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);	Clarion Wind Farm Private Limited – Step down Subsidiary Financial	Gamma Green Power Private Limited – Subsidiary Financial	Delta Renewable Energy Private Limited - Wholly Owned Subsidiary	
3	Tenure of the proposed transaction (particular tenure shall be specified);	The tenure and the rate of interest shall be decided by the Board/Committee, subject to restrictive covenants if any imposed by the secured lenders			Not applicable
4	Value of the proposed transaction;	Rs.100 crore	Rs. 50 crore	Rs.100 crore	Rs.100 crore
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	39%	19%	39%	39%
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	The funds proposed to be lent to subsidiary(ies) are sourced through Rights Issue of the equity shares of the company. Hence disclosure under this clause is not applicable			

	<p>proposed transaction;</p> <p>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;</p> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>			
7	<p>Justification as to why the RPTs are in the interest of the listed entity</p>	<p>The amounts are proposed to be spent for replacing certain existing energy generators with wind/hybrid capacities and repayment of unsecured loan obligations.</p> <p>The new machines are expected to improve the revenue and cash flows of the subsidiary and thereby adding value to the company. Also, the repayment of</p>	<p>These amounts are proposed to be utilized for repaying certain unsecured loan obligations of the subsidiary and shall reduce the consolidated debt of the company.</p>	<p>These amounts are proposed to be spent for developing new solar/wind energy capacity, which is expected to improve the revenue and cash flows of the subsidiary and thereby adding value to the company.</p>

		borrowings shall reduce the consolidated debt of the company.			
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.	The transactions do not contemplate any valuation.	This wholly owned subsidiary is newly incorporated for the above said purpose and hence valuation is not contemplated at this stage.
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders;	Not Applicable	Not Applicable	Not Applicable	
10	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	Not Applicable	
11	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. 3 of the Notice, except Mr. R Ganapathi and Ms. J Kotteswari are deemed to be concerned or interested in the	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. 3 of the Notice, except Mr. R Ganapathi and Ms. J Kotteswari are deemed to be concerned or	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. 3 of the Notice, except Mr. T Shivaraman, Mr. R Ganapathi and Ms. Chandra Ramesh are deemed to be concerned or interested in the transaction entered between this Company with Delta Renewable Energy Private Limited being Mr. T Shivaraman, Mr. R Ganapathi and Ms. Chandra Ramesh are Directors both in the Company as well as Delta Renewable Energy Private Limited.	

		transaction entered between this Company with Clarion Wind Farm Private Limited being Mr. R Ganapathi is Director both in the Company as well as Clarion Wind Farm Private Limited and Ms. J Kotteswari is CFO of the Company and Director in Clarion Wind Farm Private Limited.	interested in the transaction entered between this Company with Gamma Green Power Private Limited being Mr. R Ganapathi is Director both in the Company as well as Gamma Green Power Private Limited and Ms. J Kotteswari is CFO of the Company and Director in Gamma Green Power Private Limited.	
12	Any other information that may be relevant	NA	NA	NA

Apart from the above, none of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

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

Item No. 4

Delta Renewable Energy Private Limited (DELTA) is Wholly Owned subsidiary of the Company and it is proposed to give loan/guarantee/security to DELTA in which Mr. T Shivaraman is the Managing Director & CEO of the Company and Director in DELTA.

Section 185 of the Companies Act, 2013 prohibits giving of loan to any person in whom any of the Director of the Company is interested which includes any Private Company of which any Director of the Company is a Director or Member.

Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to compliance with the following conditions:

1. Approval of the Members of the Company by way of a special resolution is obtained by the Company for giving the loan and
2. The loans are utilized by the borrowing Companies for its principal business activities.

The loan including any loan represented by a book debt or guarantee given or Security provided in connection with any loan taken by any of the borrowing Companies in whom any of the directors of the Company are interested shall be used by these Companies for their principle business activities only. The Loan to be provided to DELTA shall be on arm's length basis.

The Board of Directors recommend the resolution set forth in Item no. 4 of the notice for your approval as a Special Resolution.

Except Mr. T Shivaraman, none of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

December 15, 2023
Chennai

By order of the Board of Directors
For Orient Green Power Company Limited

M Kirithika
Company Secretary
Membership No. F9811

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