



**Orient Green
Power Company
Limited**

POLICY ON MATERIAL SUBSIDIARIES



1. Introduction

The Board of Directors (the “Board”) of Orient Green Power Company Limited (the “Company”) has adopted the following policy and procedures with regard to determination of Material Subsidiaries of the Company as defined below. The Board may review and amend this policy from time to time.

This Policy will be applicable to the Company effective 1 October 2014. This Policy is in accordance with Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

2. Policy Objective

To determine the Material Subsidiaries of Orient Green Power Company Limited and to provide the governance framework for such subsidiaries.

3. Definitions

“**Audit Committee or Committee**” means “Audit Committee” constituted by the Board of Directors of the Company, from time to time, under provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

“**Board of Directors**” or “**Board**” means the Board of Directors of Orient Green Power Company Limited, as constituted from time to time.

“**Company**” means a Orient Green Power Company Limited..

“**Independent Director**” means a director of the Company, referred to in section 149(6) of the Companies Act, 2013, and / or Regulation 16(b) of the SEBI (LODR) Regulations,2015..

“**Policy**” means Policy on Material Subsidiaries.

“**Material Subsidiary**” means a subsidiary of the Company, whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

“**Significant Transaction or Arrangement**” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year”.

“**Subsidiary**” shall be as defined under Section 2(87) of the Companies Act, 2013 and the Rules made thereunder.

4. **Applicability**

1. A subsidiary shall be a **Material Subsidiary**, whose turnover or networth exceeds 10% of its consolidated turnover or net worth respectively of the listed entity and its subsidiaries in the immediately preceding accounting year; or
2. At least One **Independent Director** of the Company shall be a director on the Board of an **unlisted material subsidiary, whether incorporated in India or not whose turnover or networth exceeds 20% of the consolidated turnover or net worth respectively of the Company and its subsidiaries in the immediately preceding accounting year.**
3. The Audit Committee of Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company on a quarterly basis.
4. The minutes of the Board Meetings of the Unlisted Subsidiary Companies shall be placed before the Board of the Company on a Quarterly basis.

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5. The management of the Company, shall on a Quarterly basis, bring to the attention of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements entered by the unlisted subsidiary company.
 6. The management of the Company shall present to the Audit Committee annually the list of such subsidiaries together with the details of the materiality defined herein. The Audit Committee shall review the same and make suitable recommendations to the Board including recommendation for appointment of Independent Director in the Material Non-Listed Indian Subsidiary.
 7. A listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.
 8. Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved. However, the requirement of obtaining special resolution doesn't arise where such sale, disposal or lease of assets is between two wholly-owned subsidiaries of the listed entity.



5. Secretarial Audit

The material unlisted subsidiaries incorporated in India shall undertake a secretarial audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex with its annual report in such form as specified, a secretarial audit report, given by such Secretarial Auditor.

6. Disclosures

The Policy for determining material subsidiaries is to be disclosed to the Stock Exchanges and in the Annual Report of the Company, as per the provisions of laws in force. The policy shall also be uploaded on the website of the Company at www.orientgreenpower.com.

7. Amendments to the Policy

The Board of Directors on its own can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Amended: January 24, 2025

Amended: April 29, 2019

Policy Framed: November 13, 2014