



ORIENT GREEN POWER COMPANY LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF RIGHTS ISSUE COMMITTEE OF ORIENT GREEN POWER COMPANY LIMITED HELD ON FRIDAY, FEBRUARY 02, 2024 COMMENCED AT 8.00 PM AND ENDED AT 10.00 PM AT THE REGISTERED OFFICE OF THE COMPANY

APPROVAL OF THE SIZE OF THE ISSUE FOR DISCLOSURE IN THE DRAFT LETTER OF OFFER.

The Chairman informed the Committee that the Company had previously passed a resolution in the meeting of the Board of Directors of the Company held on December 15, 2023 for approving the rights issue of equity shares of face value of ₹ 10 each by the Company for an amount not exceeding ₹ 30,000 lakhs. The Chairman informed the Committee that the Company for the purpose of disclosing the issue size in the Draft Letter of Offer has fixed the issue size of up to ₹ 25,000 lakhs for the proposed rights issue. The members of the Committee unanimously passed the following resolution:

RESOLVED THAT in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, the provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended ("**Companies Act**"), the Securities Contracts (Regulation) Act, 1956, along with the rules made thereunder as amended ("**SCRA**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), other applicable regulations and guidelines issued by the Securities and Exchange Board of India ("**SEBI**"), and any other applicable laws, regulations, guidelines, policies, notifications, circulars or clarifications issued from time to time (collectively the "**Applicable Laws**") entered into with BSE Limited and National Stock Exchange of India Limited (NSE) where the equity shares the Company are proposed to be listed ("**Stock Exchanges**"), and the provisions of the Memorandum of Association of the Company and Articles of Association of the Company and subject to the approval of relevant Government, statutory and/or regulatory authorities, as required, including the Department of Industrial Policy and Promotion, Government of India ("**DIPP**"), the SEBI, the Reserve Bank of India ("**RBI**"), the Registrar of Companies, Tamil Nadu, Chennai ("**RoC**"), the Stock Exchange and such other approvals, permissions and sanctions, as may be necessary, consents from the lenders of the Company, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions the consent, of the Committee be and is hereby granted to disclose the issue size of up to ₹ 25,000 lakhs in the Offer Documents proposed to be filed by the Company with the Securities and Exchange Board of India and Stock Exchanges.

Handwritten signature



RESOLVED FURTHER THAT Mr. T Shivaraman, Managing Director & CEO, Ms. J Kotteswari, Chief Financial Officer and Ms. M Kirithika, Company Secretary of the Company be and are hereby severally authorised do all such acts, deeds, matters and things and execute all engagement letters, memorandum of understanding, agreements and such other documents as they may, in their sole and absolute discretion, deem necessary to implement the above resolution in relation to the Issue, including but not limited to initialing and/or signing any corrections, changes, updates, deletions, amendments, etc. to the Letter of as may be required, and to file the Draft Letter of Offer with Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited (collectively the “Stock Exchanges”) and other regulatory bodies as may be required, in accordance with relevant provisions under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Companies Act, 2013 and such other applicable laws.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required.

//Certified to be true//

For Orient Green Power Company Limited



M Kirithika

Company Secretary & Compliance Officer
Membership No. F9811

