

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of Orient Green Power Company Limited will be held on Friday, the 30th June 2023 at 12.05 P.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 2023, 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.

SPECIAL BUSINESS:

3. **To appoint Ms. Sannovanda Swathi Machaiah as an Independent Director of the Company.**

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 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to appoint Ms. Sannovanda Swathi Machaiah (DIN: 06952954), who has submitted a declaration that she meets the criteria of Independence under Section 149 of the Companies Act, 2013 and who qualifies for being appointed as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5

(Five) consecutive years commencing from May 03, 2023 up to May 02, 2028.

4. **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) with the following Related Parties for an amount not exceeding the limits as detailed below, on an arm's length basis and in the ordinary course of business of the Company as detailed in 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	35 Crore per year	Revenue from operations - O & M services
			726.11 Crore	Corporate Guarantee/ Security
2	Amrit Environmental Technologies Private Limited	Subsidiary	30 Crore per year	Loan given to subsidiary
			30 Crore per year	Provisioning/ Write-off
3	Clarion Wind Farm Private Limited	Step - down Subsidiary	60.87 Crore	Corporate Guarantee

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 ratified, approved, and confirmed in all respects.

**Chennai
June 03, 2023**

**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 General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA 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 16th 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@cdsindia.com.
5. The register of members and share transfer books of the Company will remain closed from Friday 23rd June 2023 to Friday 30th June 2023 (both days inclusive) for the purpose of 16th 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 23rd June 2023 being Cut-off Date.
8. The Board of Directors has appointed M/s M Alagar & Associates , Practising Company Secretaries, Chennai as the Scrutinizer to scrutinize the e-voting process via remote e-voting and e-voting at the 16th AGM in a fair and transparent manner and he has consented to act as scrutinizer.
9. The facility of joining the 16th AGM through VC/ OAVM will be opened 30 minutes before and will be open upto 15 minutes after the scheduled start time of the 16th 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 16th 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 16th AGM along with the Annual Report 2022-23 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 2022 - 23 will also be available on the Company's website <http://orientgreenpower.com/annual-report.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. Cameo Corporate Services Limited ("RTA") by clicking the link: <https://investors.cameoindia.com> for receiving the Annual Report for FY 2022-23 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. Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai 600002.
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. Cameo Corporate Services Limited, (Unit: Orient Green Power Company Limited), ("RTA") in the URL <https://investors.cameoindia.com>. Html or by

writing to them at "Subramanian Building" No.1, Club House Road, Chennai 600002, India, or by e-mail to investor@cameoindia.com.

18. Since the 16th 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 Business Standard 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 2nd June 2023 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 Tuesday, June 27, 2023 (10.00 AM IST) and ends on Thursday, June 29, 2023 (05.00 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 Friday, June 23, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The remote e-voting shall not be allowed beyond 5.00 PM (IST) on Thursday, the June 29, 2023. 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.

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.

- (iv) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- (v) 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.
- (vi) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (vii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (viii) 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.
- (ix) 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.

- (x) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (xi) 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.
- (xii) 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
June 03, 2023

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 June 03, 2023 and shall be taken as forming part of the notice.

ITEM NO. 3

The Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Sannovanda Swathi Machaiah (DIN: 06952954) as an Additional (Independent) Director of the Company, effective from May 03, 2023. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, the above said appointment of additional director is subject to the approval of Members and any other approval as may be required from time to time.

Pursuant to amendment (effective from 1st January 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Sannovanda Swathi Machaiah shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of her appointment, whichever is earlier.

The Company has received a declaration from Ms. Sannovanda Swathi Machaiah, providing her consent in writing for being eligible for appointment as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

The Company has also received a declaration from Ms. Sannovanda Swathi Machaiah confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and also declaration under the Regulation 16(b) of the SEBI Listing Regulations, as amended from time to time.

In the opinion of the Board, Ms. Sannovanda Swathi Machaiah fulfils the conditions as specified in the Act and the Rules made thereunder for such appointment and is independent of the Management of the Company. The Board considers that her association would be of immense benefit to the Company, and it is desirable to avail services of Ms. Sannovanda Swathi Machaiah as an Independent Director. The resolution at

item no. 3 seeks the approval of the Members in terms of Sections 149,150,152,161 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Ms. Sannovanda Swathi Machaiah as an Independent Director of the Company for a period commencing from May 03, 2023 up to May 02, 2028.

A copy of the draft letter of appointment of Ms. Sannovanda Swathi Machaiah as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the declaration of result.

The Board recommends the passing of the Special Resolution under Item No. 3 of the accompanying Notice for Members approval.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Ms. Sannovanda Swathi Machaiah, to whom the resolution relates, are concerned or interested in the resolution mentioned at item No. 3 of the Notice.

ITEM NO. 4

Beta Wind Farm Private Limited (BETA) is subsidiary of the Company with 74% of equity share holding, Amrit Environmental Technologies Private Limited (AETPL) is subsidiary of the Company with 74% of equity share holding and Clarion Wind Farm Private Limited (CWFPL) is a step down subsidiary of the company with equity share holding of 72.35% 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 generation & sale of power from renewable energy 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 with BETA are of continuous in nature and are being made in the Ordinary Course of Business at an arm's length basis.

Beta Wind Farm Private Limited (BETA), [Subsidiary of Orient Green Power Company Limited] had refinanced the existing term loan and working capital facilities and availed an additional term loan facility of Rs. 4.90 Crore from Indian

Renewable Energy Development Agency Limited (IREDA), for which Orient Green Power Company Limited (OGPL) had issued a corporate guarantee for Rs. 726.11 crores and executed a pledge of 1,80,04,812 equity shares held by the company in Beta Wind Farm Private Limited. This guarantee replaces the earlier guarantees provided by the Company on behalf of BETA to Axis Bank Limited (Acting as a Security Trustee for Consortium Lenders) to an extent of Rs. 1,232.03 Crores and the pledge of 1,80,04,812 equity shares which earlier were provided as security to the erstwhile consortium of lenders.

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, it becomes necessary that our company may have to lend the amount as stated in the resolution during this year. Further, considering the recoverability, provisioning/write-off may be necessitated for this loan, approval of the Shareholders is being sought both for lending and provisioning/write-off.

Clarion Wind Farm Private Limited (CWFPL), [a Step-down Subsidiary of Orient Green Power Company Limited] approached HDFC Bank (HDFC) for refinancing its existing term loan of Rs. 60.87 Crores. HDFC in its in-principle sanction insisted a corporate guarantee to be extended for refinancing the loan. Upon disbursement, this proposed corporate guarantee replaces the earlier guarantees provided by the Company on behalf of CWFPL to City Union Bank Limited and SREI Infrastructure Finance Limited to an extent of Rs. 100.00 Crores.

As per 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. Since the quantum of Corporate Guarantee issued/replaced and Securities provided exceeds 10% of the annual consolidated turnover ie. Rs. 31.06 Crores based on 31st March 2022 financials of the Company, the Material Related Party Transactions requires 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Meeting held through Annual General Meeting /Extra Ordinary General Meeting/Postal Ballot for the Corporate Guarantee/ Securities already been issued/provided. 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 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 (LODR) Regulations, 2015, your approval is being sought for the Related Party Transactions as set out in the resolution.

As per regulation 2 (1)(zc) of LODR, the Corporate Guarantee already issued and Security provided covered under the transaction involving a transfer of resources, services or obligations, might arise at the time, if the terms and conditions of the loan agreement already agreed by any parties are deviated. Further, since this is a forward-looking transaction for which the prior approval of the Shareholders is also being sought.

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

S. No.	Particulars	Related Party transaction			
1	Name of the Related Party and its relationship with the listed entity or	Name of Related Party: Beta Wind Farm Private Limited (BETA) Relationship: BETA is a Subsidiary of the Company with equity share holding of 74%		Name of Related Party: Amrit Environmental Technologies Private Limited (AETPL) Relationship: AETPL is a Subsidiary of the Company with equity share holding of 74%	Name of Related Party: Clarion Wind Farm Private Limited (CWFPL) Relationship: CWFPL is a step-down subsidiary of the Company with equity share holding of 72.35%
2	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.	Replacement of Corporate Guarantee for refinancing loans amounting to Rs.721.21 crore and an additional loan of Rs. 4.9 crore from IREDA and execute a pledge of 1,80,04,812 equity shares held by the company in Beta Wind Farm Private Limited.	Loan given to subsidiary and Provisioning/write-off	Replacement of Corporate Guarantee for refinancing loans amounting to Rs.60.87 crore
3	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	Clarion Wind Farm Private Limited – Step down Subsidiary Financial
4	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.	Guarantee/Security shall be extended till June 30, 2036 or till such period as extended by the lender.	2 years or shall be extended for further periods as mutually agreed	Guarantee shall be extended till December 31, 2026 or till such period as extended by the lender.
5	Value of the proposed transaction;	Rs. 35 Crore	Rs. 726.11 Crores Pledge of 1,80,04,812 equity shares (Rs. 34.21 Crores)	Rs. 30 Crore - Loan to Subsidiary Rs. 30 Crore - Provisioning/write-off	Rs. 60.87 Crores
6	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	11% of the annual consolidated turnover	245% of the annual consolidated turnover	19% of the annual consolidated turnover	20% of the annual consolidated turnover

S. No.	Particulars	Related Party transaction		
7	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the 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>	Not Applicable	<p>Borrowing from SVL Limited/other group company.</p> <p>The loans taken from SVL Limited or other group company to be repaid along with interest by March 2027 or shall be extended for further periods as mutually agreed.</p> <p>This Unsecured loan is to be repaid within 4 years or further extended periods as mutually agreed at a simple interest rate charged at SBI MCLR.</p>	Not Applicable
8	Justification as to why the RPTs are in the interest of the listed entity	The refinancing results in significant reduction in the interest expenses and improves the cash flow position of the subsidiary and OGPL group, as a whole.	Loan from IL&FS is payable since it is guaranteed by OGPL and considering the recoverability, provisioning/ write-off may be necessitated for this loan, hence approval of the Shareholders is being sought both for lending and provisioning/ write-off.	The refinancing results in significant reduction in the interest expenses and improves the cash flow position of the step-down subsidiary and OGPL group, as a whole.
9	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.
10	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
11	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

S. No.	Particulars	Related Party transaction		
12	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. 4 of the Notice, except Mr. R Ganapathi, Ms. J Kotteswari and Ms. M Kirithika are deemed to be concerned or interested in the transaction entered between this Company with Beta Wind Farm Private Limited being Mr. R Ganapathi is Director 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 and Ms. M Kirithika is a Company Secretary both in the Company and BETA.	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. 4 of the Notice.	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. 4 of the Notice, except Mr. R Ganapathi and Ms. J Kotteswari, is deemed to be concerned or interested in the 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 in the Company and Director in Clarion Wind Farm Private Limited.
13	Any other information that may be relevant	NA	NA	NA

Apart from the above, none of the other Directors or Key Managerial Personnel, or their relatives are, in any way, are concerned or interested in the resolution as set out at No.4 of the Notice.

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

Chennai
June 03, 2023

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 Sixteenth 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	Mr. P Krishna Kumar (re-appointment)	Ms. Sannovanda Swathi Machaiah (appointment)
1	Date of Birth	11/09/1954	24/07/1957
2	DIN	01717373	06952954
3	Age	68	65
4	Qualification	Bachelor's degree in Mechanical Engineering	Bachelor's degree in Science (Agriculture [Gold Medalist]), Master's degree in science (Agriculture Economics as Specialization) and MBA (Finance)
5	No. of Board Meeting attended during the Financial Year 2022-23	9(Nine)	Not Applicable
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	Sitting fees for attending Board Meetings and Committee meetings, if any, where she is a member
8	Original Date of appointment on the Board of Directors	28/09/2007	03/05/2023
9	Shareholding as on March 31, 2023	Nil	Nil
10	Relationship with other Directors/KMP	Nil	Nil
11	Directorship, Membership / Chairmanship of Committees of other Board	Directorship: 1. LSML Private Limited 2. Nihon Technology Private Limited 3. Classic Alliance LLP 4. Navsar Engineering International Private Limited Membership / Chairmanship of Committees: Nil	Directorship: 1. Gold Plus Glass Industry Limited 2. Aviom India Housing Finance Private Limited Membership / Chairmanship of Committees: Nil
12	Listed companies (other than Orient Green Power Company Limited) holds directorship and committee membership	-	Directorship: 1. Simplex Castings Limited 2. PC Jeweller Limited 3. Bhartiya International Limited Membership / Chairmanship of Committees: 1. Simplex Castings Limited a. Audit Committee b. Nomination and Remuneration committee c. Stakeholders Relationship Committee 2. Bhartiya International Limited 1. Audit Committee b. Nomination and Remuneration committee c. Stakeholders Relationship Committee d. Corporate Social Responsibility Committee