

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L40108TN2006PLC061665

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACO9310N

(ii) (a) Name of the company

ORIENT GREEN POWER COMP/

(b) Registered office address

Bascon Futura SV, 4th Floor, No.10/1, Venkatanarayana Road
, T.Nagar, NA
Chennai
Chennai
Tamil Nadu
600017

(c) * e-mail ID of the company

SE*****@ER.C

(d) *Telephone number with STD code

04*****78

(e) Website

<http://orientgreenpower.com/>

(iii) Date of Incorporation

06/12/2006

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	AMRIT ENVIRONMENTAL TECH	U90002TN2001PTC076734	Subsidiary	74
2	BETA WIND FARM PRIVATE LIM	U40100TN2009PTC070860	Subsidiary	74

3	ORIENT GREEN POWER EUROP		Subsidiary	100
4	BHARATH WIND FARM LIMITED	U31101TN2006PLC061881	Subsidiary	100
5	GAMMA GREEN POWER PRIVATE	U40102TN2009PTC073976	Subsidiary	72.5
6	CLARION WIND FARM PRIVATE	U40106TN2008PTC067781	Subsidiary	72.35
7	ORIENT GREEN POWER .D.O.O		Subsidiary	64
8	VJETRO ELEKTRANA CRNO BRD		Subsidiary	50.96
9	DELTA RENEWABLE ENERGY PR	U35106TN2023PTC165612	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,300,000,000	980,723,977	980,723,977	980,723,977
Total amount of equity shares (in Rupees)	13,000,000,000	9,807,239,770	9,807,239,770	9,807,239,770

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	1,300,000,000	980,723,977	980,723,977	980,723,977
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	13,000,000,000	9,807,239,770	9,807,239,770	9,807,239,770

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	300,000,000	0	0	0
Total amount of preference shares (in rupees)	3,000,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	300,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	3,000,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	2,869	750,721,108	750723977	7,507,239,7	7,507,239,	
Increase during the year	0	230,002,160	230002160	2,300,021,6	2,300,021,	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	230,000,000	230000000	2,300,000,0	2,300,000,	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	2,160	2160	21,600	21,600	0
Due to demat of shares						
Decrease during the year	2,160	0	2160	21,600	21,600	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	2,160	0	2160	21,600	21,600	
Due to demat of shares						
At the end of the year	709	980,723,268	980723977	9,807,239,7	9,807,239,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE999K01014

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

216,185,326

(ii) Net worth of the Company

9,596,355,879

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	288,544,007	29.42	0	
10.	Others	0	0	0	
	Total	288,544,007	29.42	0	0

Total number of shareholders (promoters)

4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	14,709,072	1.5	0	
	(iii) Foreign national (other than NRI)	200	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	15,359,306	1.57	0	
4.	Banks	466,218	0.05	0	
5.	Financial institutions	10,924,302	1.11	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	18,476,268	1.88	0	
10.	Others Clearing Member, HUF, Dire	632,244,604	64.47	0	
	Total	692,179,970	70.58	0	0

Total number of shareholders (other than promoters)

737,746

**Total number of shareholders (Promoters+Public/
Other than promoters)**

737,750

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	4
Members (other than promoters)	406,705	737,746
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	5	1	5	0.03	0
(i) Non-Independent	1	2	1	1	0.03	0
(ii) Independent	0	3	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0.03	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
CHANDRA RAMESH	00938694	Director	10,000	
THYAGARAJAN SHIV,	01312018	Managing Director	305,056	
KRISHNA KUMAR PAI	01717373	Director	0	
KODUMUDI SAMBAM	02388109	Director	0	
SANNOVANDA MACH	06952954	Director	0	
JAGATHPATHI KOTTE	AGZPK6302N	CFO	0	
KIRITHIKA	BNYPK9302F	Company Secretar	2	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GANAPATHI RAMACH	00103623	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RANGASWAMY SU	00498404	Director	04/07/2023	Resignation
SANNOVANDA MA	06952954	Additional director	03/05/2023	Appointment
SANNOVANDA MA	06952954	Director	30/06/2023	Change in designation
GANAPATHI RAMA	00103623	Director	31/03/2024	Resignation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/06/2023	402,549	42	32.55
Postal Ballot	21/01/2024	563,048	948	29.91

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/04/2023	6	6	100
2	03/06/2023	7	4	57.14
3	11/08/2023	6	6	100
4	01/11/2023	6	5	83.33
5	07/11/2023	6	5	83.33

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	15/12/2023	6	5	83.33
7	14/02/2024	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

34

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	20/04/2023	4	4	100
2	Audit Committee	25/07/2023	4	4	100
3	Audit Committee	11/08/2023	4	4	100
4	Audit Committee	01/11/2023	4	4	100
5	Audit Committee	07/11/2023	4	3	75
6	Audit Committee	15/12/2023	4	3	75
7	Audit Committee	14/02/2024	4	4	100
8	Nomination and Remuneration Committee	03/05/2023	3	2	66.67
9	Nomination and Remuneration Committee	11/08/2023	3	3	100
10	Nomination and Remuneration Committee	15/12/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 28/06/2024 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	CHANDRA RAJ	7	7	100	18	18	100	Yes
2	THYAGARAJA	7	7	100	23	23	100	Yes
3	KRISHNA KUMAR	7	6	85.71	12	11	91.67	Yes
4	KODUMUDI S	7	5	71.43	10	9	90	Yes

5	SANNOVANE	6	4	66.67	9	8	88.89	Yes
6	GANAPATHI P	7	7	100	34	34	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	T Shivaraman	Managing Director	6,000,000	0	0	0	6,000,000
	Total		6,000,000	0	0	0	6,000,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	J Kotteswari	Chief Financial Officer	6,305,010	0	0	0	6,305,010
2	Kirithika	Company Secretary	2,200,110	0	0	0	2,200,110
	Total		8,505,120	0	0	0	8,505,120

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

4

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

Orient Green Powe	BSE Limited	21/08/2023	Regulation 17(1A) o	Rs. 1,51,040 for th	The concerned Director resign
Orient Green Powe	National Stock Exc	21/08/2023	Regulation 17(1A) o	Rs. 1,51,040 for th	The concerned Director resign
Orient Green Powe	BSE Limited	21/11/2023	Regulation 17(1A) o	Rs. 9,440 for the C	The concerned Director resign
Orient Green Powe	National Stock Exc	21/11/2023	Regulation 17(1A) o	Rs. 9,440 for the C	The concerned Director resign

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

THYAGARAJA N SHIVARAMAN
Digitally signed by THYAGARAJA N SHIVARAMAN
Date: 2024.08.23 19:38:51 +05'30'

DIN of the director

0*3*2*1*

To be digitally signed by

KIRITHI KA
Digitally signed by KIRITHI KA
Date: 2024.08.23 19:39:29 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

9*1*

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

OGPL MGT 8 FY 2023-24.pdf
Committee meetings.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

C. Committee Meetings

S.No	Type of Meeting	Date of Meeting	Total Number of members as on date of meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit committee	20/04/2023	4	4	100
2.	Audit committee	25/07/2023	4	4	100
3.	Audit committee	11/08/2023	4	4	100
4.	Audit committee	01/11/2023	4	4	100
5.	Audit committee	07/11/2023	4	3	75
6.	Audit committee	15/12/2023	4	3	75
7.	Audit committee	14/02/2024	4	4	100
8.	Nomination And Remuneration Committee	03/05/2023	3	2	66.67
9.	Nomination and Remuneration Committee	11/08/2023	3	3	100
10.	Nomination and Remuneration Committee	15/12/2023	3	3	100
11.	Nomination and Remuneration Committee	14/02/2024	3	3	100
12.	Stakeholders Relationship Committee	20/04/2023	3	3	100
13.	Stakeholders Relationship Committee	11/08/2023	3	3	100
14.	Stakeholders Relationship Committee	1/11/2023	3	3	100
15.	Stakeholders Relationship Committee	14/02/2024	3	3	100
16.	Right Issue Committee	27/07/2023	3	3	100
17.	Right Issue Committee	01/08/2023	3	3	100
18.	Right Issue Committee	10/08/2023	3	3	100
19.	Right Issue Committee	23/09/2023	3	3	100
20.	Right Issue Committee	15/12/2023	3	3	100
21.	Right Issue Committee	22/01/2024	3	3	100
22.	Right Issue Committee	02/02/2024	3	3	100
23.	Investment/Banking /Borrowing Committee	18/05/2023	3	3	100

24.	Investment/Banking /Borrowing Committee	28/06/2023	3	3	100
25.	Investment/Banking /Borrowing Committee	31/07/2023	3	3	100
26.	Investment/Banking /Borrowing Committee	28/08/2023	3	3	100
27.	Investment/Banking /Borrowing Committee	07/09/2023	3	3	100
28.	Investment/Banking /Borrowing Committee	29/09/2023	3	3	100
29.	Investment/Banking /Borrowing Committee	17/11/2023	3	3	100
30.	Investment/Banking /Borrowing Committee	25/01/2024	3	3	100
31.	Investment/Banking /Borrowing Committee	14/02/2024	3	3	100
32.	Risk Management Committee	20/04/2023	3	3	100
33.	Risk Management Committee	09/10/2023	3	3	100
34.	Risk Management Committee	14/02/2024	3	2	66.67

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **ORIENT GREEN POWER COMPANY LIMITED** ("the Company") bearing CIN: L40108TN2006PLC061665, having registered office at Bascon Futura SV, 4th Floor No.10/1, Venkatanarayana Road, T.Nagar, Chennai- 600017, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on March 31, 2024. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 - i. The status of the Company under the Act is a Public Company Limited by shares and having its equity shares listed on BSE Limited and National Stock Exchange of India Limited;
 - ii. The Company has maintained registers/records & made entries therein within the prescribed time and are in compliance with the provisions of the Act;
 - iii. The Company has filed forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities where ever applicable;
 - iv. The Company has called/convened/held meetings of Board of Directors, Committees, and the meetings of the members of the company on due dates as stated in the annual return and in the respect of such meetings, proper notices were given and proceedings including circular resolutions have been properly recorded in the Minutes Book/Registers maintained for the purpose and the same have been signed. We report that the company has obtained approval from members on January 21, 2024 through postal ballot.
 - v. The Company has closed its Register of Members and Share Transfer Books from Friday, June 23, 2023 to Friday, June 30, 2023 (both days inclusive) for the purpose of the Annual General Meeting;
 - vi. The Company has provided corporate guarantee to its subsidiary during the financial year which is exempted under Section 185(3)(c) of the Companies Act, 2013. Further, we report that during the year under review, the Company has set a limit for advancing any loan or give guarantee or provide security to Delta Renewable Energy Private Limited (wholly owned subsidiary) under Section 185 of the Companies Act, 2013 upto Rs.500 Crores vide postal ballot approval dated January 21, 2024. Other than that, the Company has not made any

advances/loans to its directors and/or persons or firms or Companies referred therein pursuant to Section 185 of the Act during the year under review.

- vii. Pursuant to Section 188 of the Act, all the contracts/arrangements entered by the company during the financial year with related parties were in the ordinary course of business and in arm's length basis and all other requirements of the Act have been complied with;
- viii. The Board in its Meeting held on April 19, 2022 had approved the rights issue of 23,00,00,000 equity shares of Rs. 10/- each and the same has been allotted by the Rights Issue Committee of Board of Directors on September 23, 2023. Other than that, there were no allotment or buy back or transfer or transmission of securities/ redemption of debentures/ alteration or reduction of share capital/ conversion of shares/ securities.
- ix. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
- x. The Company has neither declared nor paid dividend during the year under review and there were no instances to transfer/ the unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of Companies Act, 2013 during the year under review;
- xi. The Company has signed the audited financial statement as per the provisions of Section 134 of the Act and report of Directors is as per sub-sections (3), (4) and (5) thereof;
- xii. The Board of Directors of the company is duly constituted with proper balance of Executive and Non- Executive Directors. Further, the following Directors/ KMP were appointed/ re-appointed during the period under review-
 - a. Ms. Sannovanda Machaiah Swathi (DIN: 06952954) was appointed as an Independent Director of the Company for a term of five years with effect from May 03, 2023 to May 02, 2028 at the 16th Annual General Meeting of the Company held on June 30, 2023;
 - b. Mr. P Krishna Kumar (DIN: 01717373) retired by rotation in terms of Section 152 (6) of the Companies Act, 2013 and was re-appointed as Director at the 16th Annual General Meeting of the Company held on June 30, 2023;
 - c. Mr. Rangaswamy Sundararajan (DIN: 00498404) resigned from the position of Director with effect from July 04, 2023;
 - d. Mr. Ramachandran Ganapathi (DIN: 00103623) ceased to be an Independent Director of the Company w.e.f March 31, 2024 since his tenure of Independent Director (second term) expired on March 31, 2024. Further, he was appointed as an Additional Director (Non-Independent, Non-Executive) of the Company with effect from April 01, 2024;

- e. Ms. Chandra Ramesh (DIN: 00938694) was re-appointed as an Independent Director of the Company for second term of five (5) consecutive years with effect from 27th February 2024 to 26th February 2029 through postal ballot passed on January 21, 2024.

Other than the above, there were no other casual vacancies of director/KMP due to death/resignation during the period under review; The Directors and Key Managerial personnel have disclosed their interest pursuant to the provisions of the Act and rules thereunder;

- xiii. Pursuant to Section 139, M/s. G.D.Apte & Co, Chartered Accountants, Firm Registration No. 100515, Mumbai were re-appointed as the Statutory Auditors of the Company for a second term of 5 (five) years from April 01, 2022 to March 31, 2027 in the 15th AGM held on 30th June 2022, and there were no casual vacancy of the Auditors during the year under review;
- xiv. The Company was not required to obtain any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other Authorities under the various provisions of the Act.
- xv. The Company has not invited/accepted/renewed any deposits falling within the purview of Section 73 of the Act and Rules made thereunder.

The Company has not borrowed any money from its Directors. Further, we report that the has modified and satisfied charges in favour of banks and filed necessary e-forms with the Registrar of Companies in this regard during the year under review.

- xvi. During the year under review, the Company has increased limit under Section 186 of the Companies Act, 2013 up to Rs. 3,000 Crores each for Investments, Loans and Guarantee, respectively vide postal ballot approval dated January 21, 2024. Further, we report that the Company has provided corporate guarantees which are within the limits approved by the shareholders of the Company.
- xvii. The Company has not altered the provisions of the Memorandum and/ or Articles of Association of the Company during the period under review.

For M. Alagar & Associates
Practising Company Secretaries
Peer Review Certificate No: 1707/2022

MUTHAIA
ALAGAR

Digitally signed by
MUTHAIA ALAGAR
Date: 2024.08.23
11:29:55 +05'30'

M. Alagar
Managing Partner
FCS No: 7488/ CoP No.: 8196
UDIN: F007488F001026781

Place: Chennai
Date: August 23, 2024