

# 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,  
Chennai  
Chennai  
Tamil Nadu  
600017

(c) \*e-mail ID of the company

secretarial@orientgreenpower

(d) \*Telephone number with STD code

04449015678

(e) Website

http://www.orientgreenpower

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/06/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

| 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 9

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 | ORIENT GREEN POWER (MAHA  | U40105TN2015PTC102301 | 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      | 750,723,977    | 750,723,977        | 750,723,977     |
| Total amount of equity shares (in Rupees) | 13,000,000,000     | 7,507,239,770  | 7,507,239,770      | 7,507,239,770   |

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      | 750,723,977    | 750,723,977        | 750,723,977     |
| Nominal value per share (in rupees)       | 10                 | 10             | 10                 | 10              |
| Total amount of equity shares (in rupees) | 13,000,000,000     | 7,507,239,770  | 7,507,239,770      | 7,507,239,770   |

###### (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     |                      |                      |               |
| <b>Equity shares</b>                          |                  |             |           |                      |                      |               |
| <b>At the beginning of the year</b>           | 2,869            | 750,721,108 | 750723977 | 7,507,239,7          | 7,507,239,           |               |
| <b>Increase during the year</b>               | 0                | 0           | 0         | 0                    | 0                    | 0             |
| i. Public Issues                              | 0                | 0           | 0         | 0                    | 0                    | 0             |
| ii. Rights issue                              | 0                | 0           | 0         | 0                    | 0                    | 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                            |                  |             |           |                      |                      |               |
| <b>Decrease during the year</b>               | 0                | 0           | 0         | 0                    | 0                    | 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                 |       |             |           |             |            |   |
|                                     |       |             |           |             |            |   |
| <b>At the end of the year</b>       | 2,869 | 750,721,108 | 750723977 | 7,507,239,7 | 7,507,239, |   |
| <b>Preference shares</b>            |       |             |           |             |            |   |
| <b>At the beginning of the year</b> | 0     | 0           | 0         | 0           | 0          |   |
| <b>Increase during the year</b>     | 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                |       |             |           |             |            |   |
|                                     |       |             |           |             |            |   |
| <b>Decrease during the year</b>     | 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                 |       |             |           |             |            |   |
|                                     |       |             |           |             |            |   |
| <b>At the end of the year</b>       | 0     | 0           | 0         | 0           | 0          |   |

ISIN of the equity shares of the company

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

| 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"/> |
|---|----------------------|

|  |                      |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|--|----------------------|

|                  |                      |  |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

|   |                      |   |                      |
|---|----------------------|---|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|---|----------------------|---|----------------------|

|                            |                      |
|----------------------------|----------------------|
| Ledger Folio of Transferor | <input type="text"/> |
|----------------------------|----------------------|

|                   |                      |                      |                      |
|-------------------|----------------------|----------------------|----------------------|
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
|                   | Surname              | middle name          | first name           |

|                            |                      |
|----------------------------|----------------------|
| Ledger Folio of Transferee | <input type="text"/> |
|----------------------------|----------------------|

|                   |                      |                      |                      |
|-------------------|----------------------|----------------------|----------------------|
| 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"/> |
|--|----------------------|

|                  |                      |  |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

|   |                      |   |                      |
|---|----------------------|---|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|---|----------------------|---|----------------------|

|                            |         |             |            |
|----------------------------|---------|-------------|------------|
| 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           |
| <b>Total</b>                  |                 |                        | 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 |
|--------------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| <b>Non-convertible debentures</b>    | 0   | 0                        | 0                        | 0                                     |
| <b>Partly convertible debentures</b> | 0   | 0                        | 0                        | 0                                     |
| <b>Fully convertible debentures</b>  | 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 |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
|                    |                      |                            |                     |                            |                     |
|                    |                      |                            |                     |                            |                     |
| <b>Total</b>       |                      |                            |                     |                            |                     |

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

(i) Turnover

234,300,000

(ii) Net worth of the Company

7,371,500,000

**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<br>(not mentioned above) | 244,210,335      | 32.53      | 0                |            |
| 10.    | Others                                  | 0                | 0          | 0                |            |
|        | <b>Total</b>                            | 244,210,335      | 32.53      | 0                | 0          |

**Total number of shareholders (promoters)**

5

**(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)          | 9,189,149   | 1.22  | 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                     | 15,459,306  | 2.06  | 0 |   |
| 4.  | Banks                                   | 0           | 0     | 0 |   |
| 5.  | Financial institutions                  | 11,390,520  | 1.52  | 0 |   |
| 6.  | Foreign institutional investors         | 91,440      | 0.01  | 0 |   |
| 7.  | Mutual funds                            | 0           | 0     | 0 |   |
| 8.  | Venture capital                         | 0           | 0     | 0 |   |
| 9.  | Body corporate<br>(not mentioned above) | 12,554,944  | 1.67  | 0 |   |
| 10. | Others Clearing Member, HUF, Dire       | 457,828,283 | 60.98 | 0 |   |
|     | <b>Total</b>                            | 506,513,642 | 67.46 | 0 | 0 |

**Total number of shareholders (other than promoters)**

415,315

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

415,320

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

0

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|-----------------|---------|-----------------------|--------------------------|-----------------------|------------------|
|                 |         |                       |                          |                       |                  |

**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                            | 5                      |
| Members<br>(other than promoters) | 400,616                      | 415,315                |
| 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 |
| <b>A. Promoter</b>                       | 0  | 0             | 0  | 0             | 0  | 0             |
| <b>B. Non-Promoter</b>                   | 1  | 6             | 1  | 5             | 0.03   | 0.01          |
| (i) Non-Independent                      | 1  | 2             | 1  | 2             | 0.03   | 0.01          |
| (ii) Independent                         | 0  | 4             | 0  | 3             | 0  | 0             |
| <b>C. Nominee Directors representing</b> | 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  | 6             | 1  | 5             | 0.03   | 0.01          |

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) |
|------------------|----------|-------------|--------------------------------|--|
| GANAPATHI RAMACH | 00103623 | Director    | 0                              |  |

| Name                 | DIN/PAN    | Designation       | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|----------------------|------------|-------------------|--------------------------------|--|
| RANGASWAMY SUNDAR    | 00498404   | Director          | 64,846                         | 04/07/2023   |
| CHANDRA RAMESH       | 00938694   | Director          | 10,000                         |  |
| THYAGARAJAN SHIVAN   | 01312018   | Managing Director | 233,500                        |  |
| KRISHNA KUMAR PANDEY | 01717373   | Director          | 0                              |  |
| KODUMUDI SAMBAMURTHI | 02388109   | Director          | 0                              |  |
| JAGATHPATHI KOTTE    | AGZPK6302N | CFO               | 0                              |  |
| KIRITHIKA            | BNYPK9302F | Company Secretary | 2                              |  |

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

3

| 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) |
|--------------------------|----------|--|---|--|
| AMRIT LAL SURI           | 00009532 | Director   | 02/11/2022  | Resignation  |
| NAMBI IYENGAR RANGASWAMY | 00054437 | Director   | 02/11/2022  | Resignation  |
| KODUMUDI SAMBAMURTHI     | 02388109 | Director   | 03/11/2022  | Appointment  |

**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

3

| Type of meeting        | Date of meeting | Total Number of Members entitled to attend meeting | Attendance                 |                         |
|------------------------|-----------------|--|----------------------------|-------------------------|
|                        |                 |  | Number of members attended | % of total shareholding |
| Postal Ballot          | 07/04/2022      | 407,179  | 1,483                      | 39.64                   |
| Annual General Meeting | 30/06/2022      | 433,005  | 40                         | 34.53                   |
| Postal Ballot          | 01/02/2023      | 424,988  | 604                        | 35.06                   |

**B. BOARD MEETINGS**

\*Number of meetings held

9

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|--|------------------------------|-----------------|
|        |                 |  | Number of directors attended | % of attendance |
| 1      | 19/04/2022      | 7  | 7                            | 100             |
| 2      | 20/05/2022      | 7  | 7                            | 100             |
| 3      | 30/05/2022      | 7  | 7                            | 100             |
| 4      | 29/07/2022      | 7  | 7                            | 100             |
| 5      | 05/09/2022      | 7  | 7                            | 100             |
| 6      | 02/11/2022      | 7  | 7                            | 100             |
| 7      | 23/12/2022      | 6  | 5                            | 83.33           |
| 8      | 02/01/2023      | 6  | 5                            | 83.33           |
| 9      | 30/01/2023      | 6  | 5                            | 83.33           |

### C. COMMITTEE MEETINGS

Number of meetings held

28

| 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 | 20/05/2022      | 4   | 4                          | 100             |
| 2      | Audit Committee | 29/07/2022      | 4   | 4                          | 100             |
| 3      | Audit Committee | 05/09/2022      | 4   | 4                          | 100             |
| 4      | Audit Committee | 02/11/2022      | 4   | 4                          | 100             |
| 5      | Audit Committee | 30/01/2023      | 4   | 3                          | 75              |
| 6      | Stakeholder's   | 20/05/2022      | 3   | 3                          | 100             |
| 7      | Stakeholder's   | 29/07/2022      | 3   | 3                          | 100             |
| 8      | Stakeholder's   | 02/11/2022      | 3   | 3                          | 100             |
| 9      | Stakeholder's   | 09/01/2023      | 3   | 2                          | 66.67           |
| 10     | Stakeholder's   | 30/01/2023      | 3   | 2                          | 66.67           |

### D. \*ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings   |                             |                 | Committee Meetings                                       |                             |                 | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
|        |                      | 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 | 30/06/2023                   |
|        |                      |  |                             |                 |  |                             |                 | (Y/N/NA)                     |
| 1      | GANAPATHI P          | 9  | 9                           | 100             | 28   | 27                          | 96.43           | Yes                          |
| 2      | RANGASWAM            | 9  | 6                           | 66.67           | 13   | 10                          | 76.92           | No                           |
| 3      | CHANDRA RA           | 9  | 9                           | 100             | 11   | 11                          | 100             | Yes                          |
| 4      | THYAGARAJA           | 9  | 9                           | 100             | 20   | 20                          | 100             | Yes                          |
| 5      | KRISHNA KUM          | 9  | 9                           | 100             | 6  | 6                           | 100             | Yes                          |
| 6      | KODUMUDI S           | 3  | 3                           | 100             | 1  | 1                           | 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/<br>Sweat equity | Others | Total Amount |
|--------|--------------|-------------------|--------------|------------|-------------------------------|--------|--------------|
| 1      | T Shivaraman | Managing Director | 4,500,000    | 0          | 0                             | 0      | 4,500,000    |
|        | Total        |                   | 4,500,000    | 0          | 0                             | 0      | 4,500,000    |

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

2

| S. No. | Name         | Designation       | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others  | Total Amount |
|--------|--------------|-------------------|--------------|------------|-------------------------------|---------|--------------|
| 1      | J KOTTESWARI | CFO               | 6,305,010    | 0          | 0                             | 0       | 6,305,010    |
| 2      | KIRITHIKA    | Company Secretary | 1,900,074    | 0          | 0                             | 100,000 | 2,000,074    |
|        | Total        |                   | 8,205,084    | 0          | 0                             | 100,000 | 8,305,084    |

Number of other directors whose remuneration details to be entered

0

| S. No. | Name  | Designation | Gross Salary | Commission | Stock Option/<br>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

| 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 |
|--|--|---------------|--|--------------------------------|---|
|  |  |               |  |                                |   |

(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

M ALAGAR

Whether associate or fellow

Associate  Fellow

Certificate of practice number

8196

**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:

1. 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.
2. 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  
THYAGARAJAN SHIVARAMAN  
Date: 2023.08.28  
19:10:20 +05'30'

DIN of the director

01312018

### To be digitally signed by

KIRITHI KA  
Digitally signed by  
KIRITHIKA  
Date: 2023.08.28  
19:11:00 +05'30'

- Company Secretary  
 Company secretary in practice

Membership number

9811

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

### List of attachments

Attach

Attach

Attach

Attach

OGPL MGT-8 FY 2022-23\_Signed.pdf  
Committee meeting.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 |
| 11   | Investment/Banking/Borrowing Committee | 09/06/2022      | 3   | 3                          | 100             |
| 12   | Investment/Banking/Borrowing Committee | 30/06/2022      | 3   | 3                          | 100             |
| 13   | Investment/Banking/Borrowing Committee | 29/07/2022      | 3   | 3                          | 100             |
| 14   | Investment/Banking/Borrowing Committee | 25/03/2023      | 3   | 3                          | 100             |
| 15   | Rights Issue Committee                 | 20/04/2022      | 3   | 3                          | 100             |
| 16   | Rights Issue Committee                 | 29/07/2022      | 3   | 3                          | 100             |
| 17   | Rights Issue Committee                 | 17/08/2022      | 3   | 3                          | 100             |
| 18   | Rights Issue Committee                 | 06/09/2022      | 3   | 2                          | 66.67           |
| 19   | Rights Issue Committee                 | 07/09/2022      | 3   | 3                          | 100             |
| 20   | Rights Issue Committee                 | 13/12/2022      | 3   | 3                          | 100             |
| 21   | Rights Issue Committee                 | 13/01/2023      | 3   | 3                          | 100             |
| 22   | Rights Issue Committee                 | 16/01/2023      | 3   | 3                          | 100             |
| 23   | Rights Issue Committee                 | 10/02/2023      | 3   | 3                          | 100             |
| 24   | Nomination and Remuneration Committee  | 30/05/2022      | 3   | 3                          | 100             |
| 25   | Nomination and Remuneration Committee  | 02/11/2022      | 3   | 3                          | 100             |
| 26   | Nomination and Remuneration Committee  | 30/01/2023      | 3   | 3                          | 100             |
| 27   | Risk Management Committee              | 20/05/2022      | 3   | 3                          | 100             |
| 28   | Risk Management Committee              | 02/11/2022      | 3   | 3                          | 100             |



**M. Alagar & Associates**

Practising Company Secretaries

**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, 4<sup>th</sup> 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, 2023. 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 has been properly recorded in the Minutes Book/Registers maintained for the purpose and the same have been signed. We report that the company obtained approval from members on April 06, 2022 and January 30, 2023 through postal ballots for which the scrutinizer has given reports on April 07, 2022 and February 01, 2023 respectively. We further report that certain circular resolutions were passed during the period under review.
  - v. The Company has closed its Register of Members and Share Transfer Books from Thursday, June 23, 2022 to Thursday, June 30, 2022 (both days inclusive);
  - vi. The Company has provided corporate guarantee to its subsidiary during the financial year which is exempted under Section 185(3)(d) of the Companies Act, 2013. 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.





## M. Alagar & Associates

Practising Company Secretaries

- 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. There was no issue or allotment or buy back or transfer or transmission of securities/ redemption of debentures/ alteration or reduction of share capital/ conversion of shares/ securities during the period under review;
- 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) Mr. P Krishna Kumar (DIN:01717373), Director retired by rotation in terms of Section 152(6) of the Act and was re-appointed in the Annual General Meeting held on June 30, 2022;
  - b) Mr. Nambi Iyengar Rangachary (DIN:00054437) and Mr. Amrit Lal Suri (DIN:00009532), have resigned from the position of Independent Directors of the Company with effect from November 02, 2022;
  - c) Mr. Kodumudi Sambamurthi Sripathi (DIN:02388109) has been appointed as Independent Director of the Company for a period of 3 years with effect from November 03,2022 till November 02,2025 vide special resolution passed on January 30,2023 through Postal Ballot for which scrutinizer has submitted his report on February 01,2023.

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. The Auditors were re-appointed in the 15<sup>th</sup> AGM held on 30<sup>th</sup> June 2022, for a period of five years as per the provisions of Section 139 of the Act and there were no casual vacancy of the of 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.






## M. Alagar & Associates

Practising Company Secretaries

- xv. The Company has not invited/accepted/renewed any deposits falling within the purview of Section 73 of the Act and Rules made thereunder.
- xvi. The Company has not borrowed money from its Directors, Members, Public Financial Institutions and Banks. Further the Company has given corporate guarantee for the loan taken by its subsidiary company and requisite e-form was filed in this regard. Other than that there was no modification or satisfaction of charges during the year under review;
- xvii. Since the Company being an Infrastructure Company, the provisions of Section 186 except sub-section (1) which deals with investments in more than two layers is not applicable to the Company. We report that there was no instance falling under Section 186 (1) of the Companies Act, 2013 during the year under review.
- xviii. During the period under review, the Company has altered its Memorandum of Association for the following purposes:
  - a. Increase in the authorized share capital of the Company vide ordinary resolutions passed on April 06, 2022 through Postal Ballot for which scrutinizer has submitted his report on April 07, 2022.
  - b. To adopt the Memorandum of Association of the company as per the provisions of the Companies Act, 2013 vide special resolution passed at the Annual General Meeting held on June 30, 2022.

We further report that the Company has not altered its Articles of Association during the period under review.

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

  
**M. Alagar**  
**Managing Partner**  
**FCS No: 7488/ CoP No.: 8196**  
**UDIN: F007488E000864025**



Place: Chennai  
Date: August 25, 2023