



ORIENT GREEN POWER COMPANY LIMITED

June 06, 2025

**The BSE Limited
Corporate Relations Department,
P.J. Towers,
Dalal Street,
Mumbai-400 001.
Scrip Code: 533263**

**The National Stock Exchange
of India Limited
Department of Corporate Services,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Mumbai-400 051.
Scrip Code: GREENPOWER**

Dear Sir / Madam,

**Sub: Notice of the 18th Annual General Meeting (AGM) of the Company for the
Financial Year 2024-25**

We forward herewith Notice of the 18th AGM of the Company scheduled to be held on Monday, June 30, 2025 at 1:00 p.m. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means. The Notice of the AGM is also available on the website of the Company at <https://orientgreenpower.com/annual-report.asp>

This is for your information and records.

Thanking you,
Yours faithfully,
For Orient Green Power Company Limited

**M Kirithika
Company Secretary & Compliance Officer**

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of Orient Green Power Company Limited will be held on Monday, the June 30, 2025 at 1.00 p.m. IST through Video Conferencing (VC)/ Other Audio-Visual Means to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone and Consolidated Financial Results for the year ended March 31, 2025

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 2025, 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. Re-appointment of Mr. T Shivaraman (DIN: 01312018) Managing Director & CEO of the Company, liable to retire by rotation

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 Mr. T Shivaraman (DIN: 01312018) Managing Director & CEO, who retires by rotation and being eligible for re-appointment at this meeting be and is hereby re-appointed as a Director (Executive) of the Company.

3. Re-appointment of Mr. R Ganapathi (DIN: 00103623) Director of the Company, liable to retire by rotation

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 Mr. R Ganapathi (DIN: 00103623) Director, who retires by rotation and being eligible for re-appointment at this meeting be and is hereby re-appointed as a Director (Non-Executive) of the Company.

SPECIAL BUSINESS:

4. To re-appoint of Mr. Kodumudi Sambamurthi Sripathi (DIN: 02388109) as an Independent Non-Executive Director and Chairman of the Company

To consider and if thought fit, to pass the resolution, with or without modification(s), the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and Regulation 17 (1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, other applicable laws, if any and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors, Mr. Kodumudi Sambamurthi Sripathi (DIN: 02388109) Independent Non-Executive Director and Chairman of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby re-appointed as an Independent Non-Executive Director and Chairman of the Company to hold office for a second term of 5 (Five) consecutive years with effect from November 03, 2025 to November 02, 2030, not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Kodumudi Sambamurthi Sripathi (DIN: 02388109) shall continue to hold office of Independent Non-Executive Director and Chairman of the Company even after attaining the age of 75 years during the aforesaid term.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.

5. To re-designate Mr. Panchapakesan Krishna Kumar (DIN : 01717373) as an Independent Non-Executive Director of the Company

To consider and if thought fit, to pass the resolution, with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and Regulation 16(1)(b), 17 (1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, other applicable laws, if any and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Panchapakesan Krishna Kumar (DIN : 01717373), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby re-designated as an Independent Non-Executive Director of the Company to hold office for 5 (Five) consecutive years with effect from May 01, 2025 to April 30, 2030, not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Panchapakesan Krishna Kumar (DIN : 01717373) shall continue to hold office of Independent Non-Executive Director of the Company even after attaining the age of 75 years during the aforesaid term.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.

6. To appoint M/s. M. Alagar & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, commencing from April 01, 2025, until March 31, 2030 and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and the Board of Directors, M/s. M. Alagar & Associates, Practicing Company Secretaries, Chennai (Firm registration number: P2011TN078800) (Peer Review Certificate No.: 6186/2024), be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from financial year 2025-26 till financial year 2029-30, for an annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company as may be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be required or deem necessary including but not limited to finalizing the terms of appointment etc.

7. 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 2 (1) (zc), 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the applicable provisions of the Companies Act, 2013 ("the Act") read with relevant Rules, if any, as amended from time to time, and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and the Company's policy on Materiality of Related Party Transactions and subject to all applicable approvals, permissions and such conditions as may be prescribed and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board, for entering into and / or carrying out and / or continue with any existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together with earlier transactions during the financial year), with the following related parties of the Company for an amount not exceeding the limits as detailed

below, provided, however, that the said contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed;

S.No.	Name of the Related Party	Nature of Relationship	Transaction (Rs. in Crores)
1	Beta Wind Farm Private Limited	Subsidiary	164.30
2	Clarion Wind Farm Private Limited	Step Down Subsidiary	132.30
3	Gamma Green Power Private Limited	Subsidiary	60.30

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 in connection with any matter referred to or contemplated in this resolution, be and are hereby ratified, approved and confirmed in all respects.

By order of the Board of Directors

M Kirithika

Company Secretary
FCS No. 9811

Chennai
April 30, 2025

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, Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (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, Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circular").
2. 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. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice
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 18th 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 alagarcs@gmail.com and may also upload the same at evoting@cdslindia.com.
5. The register of members and share transfer books of the Company will remain closed from Monday, June 23, 2025 to Monday, June 30, 2025 (both days inclusive) for the purpose of 18th 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 Monday, June 23, 2025 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 18th AGM in a fair and transparent manner and he has consented to act as scrutinizer.
9. Declaration of results on the resolutions:
 - a) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast during the AGM and votes cast through remote e-voting and shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
 - b) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.orientgreenpower.com and on the website of e-voting service provider (CDSL) within two (2) working days from the conclusion of the Meeting. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
 - c) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. day June 30, 2025
10. The facility of joining the 18th AGM through VC/ OAVM will be opened 30 minutes before and will be open upto 15 minutes after the scheduled start time of the 18th 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.

11. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 18th AGM of the Company.
12. 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 18th AGM along with the Annual Report 2024-25 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 2024 - 25 will also be available on the Company's website <http://orientgreenpower.com/annualreport.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)
13. 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 2024-25 also containing Notice of the AGM.
14. 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.
15. 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.
16. 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.
17. 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.
18. 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.
19. Since the 18th AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. 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.
21. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on Friday, May 30, 2025 have been considered.
22. Particulars of Director seeking re-appointment, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2), are given in Appendix.
23. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
24. Nomination Facility

As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website www.orientgreenpower.com. Members are requested to submit these details to their DP.

1. Members are requested to intimate to their Depository Participants the changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., for equity shares held in dematerialized form.
 2. Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the above and to eliminate the risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
 3. Members are advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.
25. 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 Friday, June 27, 2025 (10.00 AM IST) and ends on Sunday, June 29, 2025 (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 Monday, June 23, 2025 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 on Sunday, June 29, 2025. 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.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- i. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- ii. 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.

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

- iii. 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	<p>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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

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.nsdl.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.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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
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 above-mentioned 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 21 09911
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 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on "Shareholders" module.

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.
- 1) Next enter the Image Verification as displayed and Click on Login.

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.

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 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.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) 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.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **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 will be mapped automatically and can be delinked in case of any wrong mapping.
 - 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) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- (ii) 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.
- (iii) 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.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) 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.
- (vii) 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.

- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM
- (x) 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.

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 21 09911.

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 21 09911.

By order of the Board of Directors

M Kirithika

Company Secretary
FCS No. 9811

Chennai
April 30, 2025

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 the 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 April 30, 2025 and shall be taken as forming part of the notice.

ITEM NO. 4

The Members of the Company through postal ballot process on February 01, 2023 had appointed Mr. Kodumudi Sambamurthi Sripathi as Independent Director of the Company for a term of 3 (three) consecutive years pursuant to the provisions of Section 149 and other applicable provisions of the Act and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The current term of Mr. Kodumudi Sambamurthi Sripathi as an Independent Director of the Company is ending on November 02, 2025.

Pursuant to Section 149 read with the Schedule IV to the Act and Regulation 25 read with the Schedule II of the Listing Regulations, an Independent Director can hold office for a term of upto 5 (five) consecutive years on the Board of a company, and he/she shall be eligible for re-appointment on passing of a special resolution by the Company. Also, no independent director shall hold office for more than 2 (two) consecutive terms.

The Company has received notice, pursuant to Section 160 of the Act, from a member proposing the re-appointment of the aforesaid Independent Director. Further, Brief Profile and other disclosures, as required under Regulation 36 of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Mr. Kodumudi Sambamurthi Sripathi, Independent Director has given declarations to the Board of Directors to the effect that he meet the criteria of independence as provided in the Act and Listing Regulations and that he is not disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other Regulatory authority.

Considering his skills, background, experience, integrity, knowledge and contributions made over the years as Independent Director of the Company, the Board believes that his continued association as Independent Director would be of immense benefit to the Company.

Accordingly, the Board of Directors of the Company at its meeting held on April 30, 2025 based on the recommendation of the Nomination & Remuneration Committee ("NRC"), has

approved re-appointment of Mr. Kodumudi Sambamurthi Sripathi, as an Independent Director for a second term of 5 (Five) consecutive years subject to the approval of the shareholders of the company by a Special Resolution.

Accordingly, the approval of the Members is being sought for re-appointment of the aforesaid director as Independent Director of the Company for a further term of 5 (Five) years as mentioned above pursuant to the provisions of Sections 149, 152 and Schedule IV to the Act and Rules made thereto and Listing Regulations and further he shall not be subject to retirement by rotation.

Members also to note that Mr. Kodumudi Sambamurthi Sripathi, would be attaining the age of 75 years on October 09, 2026 ie. during his second term of appointment. In compliance with the provisions of Regulation 17(1A) of the Listing Regulations, the continuation of Directorship of a person who has attained the age of 75 years shall be subject to the approval of the members by special resolution and therefore approval is sought to appoint the said Director for a term of five years and for the said Director to continue the holding office during the term even after attaining the age of 75 years.

The Board recommends passing of the Special Resolution, as set out at Item No. 4 of this Notice, for approval of the members.

Except for Mr. Kodumudi Sambamurthi Sripathi, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 4

ITEM NO. 5

Mr. Panchapakesan Krishna Kumar has been appointed as the Managing Director of the Company for a period of 3 years from 04th June 2008 to 03rd June 2011 and the same was approved by the Shareholders of the Company at the Annual General Meeting held on 04th June 2008.

Mr. Panchapakesan Krishna Kumar has been reappointed as a Managing Director of the Company for a further period of 3 years with effect from 04th June 2011 to 03rd June 2014 and the same was also approved by the Shareholders of the Company at the Annual General Meeting held on 7th September 2011.

Further, Mr. Panchapakesan Krishna Kumar has resigned from the position as Managing Director of the Company

w.e.f. 23rd September 2013 but continued as the Non-Executive, Non Independent Director of the Company till April 30,2025, subject to retire by rotation during the intervening period as may be applicable.

The Board of Directors ("Board") at their meeting held on April 30, 2025 on the recommendation of the Nomination and Remuneration Committee, redesignated Mr. Panchapakesan Krishna Kumar as an Independent Non-Executive Director of the Company, not liable to retire by rotation, w.e.f. May 01, 2025 till the tenure of his directorship.

Pursuant to Section 149 read with the Schedule IV to the Act and Regulation 25 read with the Schedule II of the Listing Regulations, an Independent Director can hold office for a term of upto 5 (Five) consecutive years on the Board of a company, and he/she shall be eligible for re-appointment on passing of a special resolution by the Company. Also, no independent director shall hold office for more than 2 (two) consecutive terms. Since the Board on the recommendation of the Nomination and Remuneration Committee, redesignated Mr. Panchapakesan Krishna Kumar from Non-Executive, Non-Independent Director to Non-Executive, Independent Director, also in view of the Company, complying with the above Sections and Regulations, the Board is of the view that Mr. Panchapakesan Krishna Kumar is eligible to hold the position of Non-Executive, Independent Director for term of 5 (five) years as mentioned above.

The Company has received notice, pursuant to Section 160 of the Act, from a member proposing the re-designation of the aforesaid Independent Directors. Further, Brief Profile and other disclosures, as required under Regulation 36 of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Mr. Panchapakesan Krishna Kumar, Independent Director has given declarations to the Board of Directors to the effect that he meet the criteria of independence as provided in the Act and the Listing Regulations and that he is not disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other Regulatory authority.

Considering his skills, background, experience, integrity, knowledge and contributions made over the years as a Non-Executive Non-Independent Director of the Company, the Board believes that his continued association as Independent Director would be of immense benefit to the Company.

Accordingly, the approval of the Members is being sought for re-designation appointment of the aforesaid director as Independent Director of the Company for a term of 5 (five) years as mentioned above pursuant to the provisions of

Sections 149, 152 and Schedule IV to the Act and Rules made thereto and Listing Regulations and further he shall not be subject to retirement by rotation.

Members also to note that Mr. Panchapakesan Krishna Kumar, would be attaining the age of 75 years on September 11, 2029 ie. during his term of appointment. In compliance with the provisions of Regulation 17(1A) of the Listing Regulations, the continuation of Directorship of a person who has attained the age of 75 years shall be subject to the approval of the members by special resolution and therefore approval is sought to appoint the said Director for a term of five years and for the said Director to continue the holding office during the term even after attaining the age of 75 years.

The Board recommends passing of the Special Resolution, as set out at Item No. 5 of this Notice, for approval of the members.

Except for Mr. Panchapakesan Krishna Kumar, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 5.

ITEM NO. 6

The Board of Directors at its meeting held on April 30, 2025, approved the appointment of M/s. M. Alagar & Associates, Practicing Company Secretaries (Peer Review Certificate No. 6186/2024) as the Secretarial Auditors of the Company for five consecutive years commencing from financial year 2025-26 till financial year 2029-30.

The Securities and Exchange Board of India (SEBI) had amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015') on December 12, 2024. Amended Regulations 24A of SEBI (LODR) Regulations, 2015 provides specific guidelines for appointing and re-appointing Secretarial Auditors w.e.f April 01, 2025. Regulations 24A of SEBI (LODR) Regulations, 2015 states that on the basis of recommendation of Board of Directors, a listed entity shall appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, the Board of Directors proposed to appoint M/s. M. Alagar & Associates, Practicing Company Secretaries (PCS), having ((Firm registration number: P2011TN078800), as the Secretarial Auditors of the Company for a period of 5 consecutive years from the financial year 2025-26 to financial year 2029-30 pursuant to the provisions of the Section 204 of the Companies Act 2013, read with Rule 9 of Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 24(A) of the SEBI (LODR) Regulations, 2015.

M/s. M. Alagar & Associates, has experience of more than 15 years in Secretarial Audit Services and provide audit services to the clients in Technology, Healthcare, Manufacturing, Financial Services, Shared Services space etc. It is learnt that the Firm comprising of four full time partners and 35 members team. Each of the partners and senior team members having vast experience and exposure in their specialized areas in Corporate Laws such as Companies Act, FEMA Inbound and Outbound Investments, Foreign Trade Policy & Practices and SEBI Regulations with specific reference to SEBI LODR Disclosure, IPO, Takeover, Insider Trading, Buy Back of securities, SEBI Open Offer, ESOP and Due Diligence.

The Board of Directors at the meeting held on April 30, 2025, has approved a remuneration of Rs. 5.4 Lakhs (Rupees Five Lakhs and Forty Thousand only) for conducting the Secretarial Audit for the initial first term, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals.

Further the Board of Directors is authorised to fix Remuneration for the subsequent terms at the relevant point at time including reimbursement of out of pocket expenses on actuals as may be mutually agreed by the Secretarial Auditors.

Further, the Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

The Board recommends passing of the Ordinary Resolution, as set out at Item No. 6 of this Notice, for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the Ordinary Resolution as set out at Item No. 6.

ITEM NO. 7

Beta Wind Farm Private Limited (BETA), a subsidiary of the Company with 74% equity shareholding, Clarion Wind Farm

Private Limited (CLARION), a step down subsidiary of the Company with 72% equity shareholding and Gamma Green Power Private Limited (GAMMA), a subsidiary of the Company with 73% equity shareholding 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 also 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, CLARION, GAMMA are of continuous in nature and are being made in the Ordinary Course of Business at an arm's length basis.

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('LODR Regulations'), a transaction with a related party shall be considered as material 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.

As per Regulation 23(4) of LODR Regulations, all the Material Related Party Transactions and subsequent material modifications as defined by the audit committee shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

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 aggregate value of transaction(s) are likely to exceed the materiality threshold limit of Rs. 2,709.08 lakhs as provided under the SEBI (LODR) Regulations, 2015, your Board of Directors considered the same and recommend the passing of the resolution.

The other related information as envisaged under the Act and the Listing Regulations are furnished hereunder:

S. No.	Particulars	Beta Wind Farm Private Limited	Clarion Wind Farm Private Limited	Gamma Green Power Private Limited																																																						
Summary of the information provided by the management of the listed entity to the audit committee																																																										
1	Type, material terms and particulars of the proposed transactions	Income - Windmill O&M services, Interest on loans, Management Service Fee/ Shared Service Income, Income on Fair Value of Corporate Guarantee Expenses - Liquidated Damages, Shared Service Costs. Others - Loan to subsidiary	Income - Interest Income, Income on Fair Value of Corporate Guarantee Others - Loan to Step Down Subsidiary	Income - Interest Income, Income on Fair Value of Corporate Guarantee Others - Loan to Subsidiary, Provision towards Investment/Loan																																																						
2	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	Clarion Wind Farm Private Limited - Step Down Subsidiary, Financial	Gamma Green Power Private Limited - Subsidiary, Financial																																																						
3	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. The loan shall be repaid along with Agreed return accrued thereof at the end of 31 st March 2027 or shall be extended for further periods as mutually agreed by the parties.																																																								
4	Value of the proposed transaction;	<table border="1"> <thead> <tr> <th>Nature of transaction(s)</th> <th>(₹ in crores)</th> </tr> </thead> <tbody> <tr> <td>Income</td> <td></td> </tr> <tr> <td>Revenue from operations O&M services</td> <td>50.00</td> </tr> <tr> <td>Interest Income</td> <td>10.00</td> </tr> <tr> <td>Other Income - Management service fee/ shared service Income</td> <td>1.00</td> </tr> <tr> <td>Income on FV of Corporate Guarantee</td> <td>0.30</td> </tr> <tr> <td>Expenses</td> <td></td> </tr> <tr> <td>Liquidated Damages</td> <td>1.00</td> </tr> <tr> <td>Shared Service Cost</td> <td>2.00</td> </tr> <tr> <td>Others</td> <td></td> </tr> <tr> <td>Loans to be Given</td> <td>100.00</td> </tr> <tr> <td>Total</td> <td>164.30</td> </tr> </tbody> </table>	Nature of transaction(s)	(₹ in crores)	Income		Revenue from operations O&M services	50.00	Interest Income	10.00	Other Income - Management service fee/ shared service Income	1.00	Income on FV of Corporate Guarantee	0.30	Expenses		Liquidated Damages	1.00	Shared Service Cost	2.00	Others		Loans to be Given	100.00	Total	164.30	<table border="1"> <thead> <tr> <th>Nature of transaction(s)</th> <th>(₹ in crores)</th> </tr> </thead> <tbody> <tr> <td>Income</td> <td></td> </tr> <tr> <td>Interest Income</td> <td>12.00</td> </tr> <tr> <td>Income on FV of Corporate Guarantee</td> <td>0.30</td> </tr> <tr> <td>Others</td> <td></td> </tr> <tr> <td>Loans to be Given</td> <td>120.00</td> </tr> <tr> <td>Total</td> <td>132.30</td> </tr> </tbody> </table>	Nature of transaction(s)	(₹ in crores)	Income		Interest Income	12.00	Income on FV of Corporate Guarantee	0.30	Others		Loans to be Given	120.00	Total	132.30	<table border="1"> <thead> <tr> <th>Nature of transaction(s)</th> <th>(₹ in crores)</th> </tr> </thead> <tbody> <tr> <td>Income</td> <td></td> </tr> <tr> <td>Interest Income</td> <td>5.00</td> </tr> <tr> <td>Income on FV of Corporate Guarantee</td> <td>0.30</td> </tr> <tr> <td>Others</td> <td></td> </tr> <tr> <td>Loans to be Given</td> <td>50.00</td> </tr> <tr> <td>Provision towards investment/ Loan</td> <td>5.00</td> </tr> <tr> <td>Total</td> <td>60.30</td> </tr> </tbody> </table>	Nature of transaction(s)	(₹ in crores)	Income		Interest Income	5.00	Income on FV of Corporate Guarantee	0.30	Others		Loans to be Given	50.00	Provision towards investment/ Loan	5.00	Total	60.30
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S. No.	Particulars	Beta Wind Farm Private Limited	Clarion Wind Farm Private Limited	Gamma Green Power Private Limited
5	The percentage of the OGPL's annual consolidated turnover considering FY24 that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	60.63% of the annual consolidated turnover	48.82% of the annual consolidated turnover	22.25% of the annual consolidated turnover
6	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
	i) details of the source of funds in connection with the proposed transaction;	OGPL shall be lending an amount aggregating to 100 crores, 120 crores and 50 Crores from its internal accrual/external borrowings to BETA, CLARION and GAMMA respectively.		
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:			
	Nature of Indebtedness	Indebtedness, if created, shall be in the form of borrowings.		
	Cost of funds	Interest shall be serviced through internal accruals		
	Tenure	The tenure will be determined based on the business requirements.		
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Loan amount will not exceed the values stated in point no. 4 and will be provided in multiple tranches. The above loan facilities are unsecured in nature. The terms of borrowing including interest rates will be commensurate with the market conditions and on arm's length basis.		
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	The Borrowed funds shall be utilised by the subsidiaries/ step down subsidiary towards part repayment or pre-payment of their loan obligations/ capex requirements.		
7	Justification as to why the RPTs are in the interest of the listed entity	The transactions, in the nature of services, contribute to the revenues of the company. The loans to the subsidiary are expected to reduce the interest burden/ improve or enhance the power generation through capex and thereby contributing to the consolidated revenues.		
8	A copy of the valuation or other external party report, if any such report has been relied upon;	This transaction does not contemplate valuation.		

S. No.	Particulars	Beta Wind Farm Private Limited	Clarion Wind Farm Private Limited	Gamma Green Power Private Limited
9	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		
10	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 as these transactions are entered into with the subsidiary/step down subsidiary of the company.		
11	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. 7 of the Notice, except Ms. Chandra Ramesh, Mr. R Ganapathi, and Ms. M Kirithika who are deemed to be concerned or interested in the transaction entered between this Company and Beta Wind Farm Private Limited. Ms. Chandra Ramesh and Mr. R Ganapathi are Directors, both in this Company as well as Beta Wind Farm Private Limited and Ms. M Kirithika serves as Company Secretary in both the entities.	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. 7 of the Notice, except Ms. Chandra Ramesh and Mr. R Ganapathi who are deemed to be concerned or interested in the transaction entered between this Company and Clarion Wind Farm Private Limited. Ms. Chandra Ramesh and Mr. R Ganapathi are Directors, both in this Company as well as Clarion Wind Farm Private Limited.	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. 7 of the Notice, except Ms. Chandra Ramesh and Mr. R Ganapathi who are deemed to be concerned or interested in the transaction entered between this Company and Gamma Green Power Private Limited. Ms. Chandra Ramesh and Mr. R Ganapathi are Directors, both in the Company as well as Gamma Green Power Private Limited.
12	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013		

As per the SEBI Listing Regulations, no related party shall vote to approve, whether or not a party to the proposed transaction(s).

The Board recommends the passing of the Ordinary Resolution to as set out at Item No. 7 of this Notice, for approval of the members.

Apart from the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 7.

Details of Directors seeking appointment/re-appointment at the Eighteenth 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 Directors who are proposed to be appointed / re-appointed is as below:

S. No.	Name of the Directors	Mr. Kodumudi Sambamurthi Sripathi (re-appointment)	Mr. Panchapakesan Krishna Kumar (re-designation)	Mr. T Shivaraman (re-appointment)	Mr. R Ganapathi (re-appointment)
1	Date of Birth	09/10/1951	11/09/1954	18/11/1965	28/06/1955
2	DIN	02388109	01717373	01312018	00103623
3	Age	73 years	70 years	59 years	69 years
4	Qualification	Masters Degree in Science , Masters Degree in Business Administration, Indian Administrative Service	Bachelor of Engineering (Mechanical)	Bachelor's degree in Chemical Engineering and Master's degree in Mechanical Engineering from IIT, Madras	Bachelors Degree in Technology from IIT, Madras
5	Brief Profile	Mr. K S Sripathi holds a master's degree in science from University of Madras and a master's degree in business administration from University of Ljubljana. He is a retired officer of the Indian Administrative Service and has held various responsibilities for the state of Tamil Nadu such as, Director and Joint Secretary in the Ministry of Urban Development, Vigilance Commissioner and State Chief Information Commissioner.	Mr. P Krishnakumar holds a bachelor's degree in engineering (mechanical) from Madurai University. He has more than three decades of experience in sales and marketing and international business development and as the 'Profit Centre Head' of Business Units. Prior to joining our Company, he was associated with the Tube Products of India, Pipe Mills (Nigeria) Limited and Steel Gujarat Limited. He is also a director on the board of directors of Nihon Technology Private Limited an IT Services Company - part of Comcraft Group in Chennai.	Mr. T Shivaraman holds a bachelor's degree in technology (chemical engineering) and a master's degree in science by research, from the Indian Institute of Technology, Madras. He has more than two decades of experience in plant operations, project engineering, thermal power plants, biomass power plants, mines and mineral processing, water and waste and water management and distribution systems	Mr. R. Ganapathi holds a bachelor's degree in technology from the Indian Institute of Technology, Madras. He is the Non- Executive director of Trigyn Technologies Limited and a fellow member of the Indian Institute of Foreign Trade. In the past, he has been associated with Bharat Heavy Electricals Ltd, Best & Crompton Engineering Limited, IG3 Infra Limited and IL&FS Technologies Limited. He was also the past Vice president of SICCI (Southern India Chamber of Commerce and Industry). He is also a member of the Executive Committee of FICCI (Federation of Indian Chamber of Commerce and Industry)

S. No.	Name of the Directors	Mr. Kodumudi Sambamurthi Sripathi (re-appointment)	Mr. Panchapakesan Krishna Kumar (re-designation)	Mr. T Shivaraman (re-appointment)	Mr. R Ganapathi (re-appointment)
6	Nature of Expertise in specific functional areas	Leadership, Business Strategy, Global Economics, Risk Management, Industrial & Stakeholders Relations, Finance and Accounts, Corporate Governance	Leadership, Business Strategy, Industry and Sector Experience, Risk Management, Corporate Governance	Leadership, Business Strategy, Industry and Sector Experience, Global Economics	Leadership, Business Strategy, Global Economics, Finance and Accounts Expertise, Stakeholders Relations
7	No. of Board Meeting attended during the Financial Year 2024-25	5 (Five)	5 (Five)	5 (Five)	5 (Five)
8	Terms and Conditions of appointment	The terms and conditions of re-appointment will be on the same terms as mentioned in the notice elsewhere in this report	The terms and conditions of re-designation will be on the same terms as mentioned in the notice elsewhere in this report	Appointed as Managing Director & CEO 1st Term - From March 30, 2022 to March 29, 2025 2nd Term - From March 30, 2025 to March 29, 2030, liable to retire by rotation	Appointed as Non-Independent and Non-Executive Director w.e.f April 01, 2024, liable to retire by rotation
9	Remuneration last drawn	NA	NA	Rs. 100 lakhs	NA
10	Remuneration to be paid	Nil	Nil	Rs. 120 Lakhs	Nil
11	Original Date of appointment on the Board of Directors	03/11/2022	28/09/2007	28/01/2010	29/02/2008
12	Number of equity shares held in the Company (both own or held by/for other persons on a beneficial basis) as on March 31, 2025	Nil	Nil	3,64,870	Nil

S. No.	Name of the Directors	Mr. Kodumudi Sambamurthi Sripathi (re-appointment)	Mr. Panchapakesan Krishna Kumar (re-designation)	Mr. T Shivaraman (re-appointment)	Mr. R Ganapathi (re-appointment)
13	Relationship with other Directors/KMP	NA	NA	NA	NA
14	Name of the other listed Companies in which the appointee holds the Directorship and the Membership of Committees of other Board	Directorship - Membership/ Chairmanship of Committees -	Directorship - Membership/ Chairmanship of Committees -	Directorship - Membership/ Chairmanship of Committees -	Directorship Trigyn Technologies Limited Membership/ Chairmanship of Committees -
15	Name of the listed entities from which the appointee has resigned in the past three years	Trigyn Technologies Limited	Nil	SEPC Limited	Elnet Technologies Limited