



ORIENT GREEN POWER COMPANY LIMITED

June 26, 2026

**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 19th Annual General Meeting (AGM) of the Company for the Financial Year 2025-26

We forward herewith the Notice of the 19th AGM of the Company which is scheduled to be held on Wednesday, July 22, 2026 at 11:00 a.m. (IST) through Video Conferencing (VC) facility/ Other Audio - Visual Means (OAVM). 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

**G Srinivasa Ramanujan
Company Secretary & Compliance Officer**

NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of Orient Green Power Company Limited will be held on Wednesday, July 22, 2026 at 11.00 A.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

- To receive, consider, approve and adopt the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2026**

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 March 31, 2026, 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.

- Re-appointment of Mr. T Shivaraman (DIN: 01312018) Managing 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. T Shivaraman (DIN: 01312018) Managing Director, 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.

- 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:

- 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;

Name of the Related Party	Nature of Relationship	Type of Transaction	Transaction* (Rs. In Lakhs)
Beta Wind Farm Private Limited	Subsidiary	Revenue from Operation and Maintenance Services	3,000
		Income from Fair Valuation of Corporate Guarantee/ Shared service Income/ Other Supplies/ Services	180
		Liquidated Damages/ Other Miscellaneous Supplies/ Utilities/ Shared service Expense/ Others	250
		Interest Income	50
Total			3,480

***Note: The above transactions are made in the ordinary course of business. They are at arm's length and recur every year.**

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.

5. To advance any loan/give guarantee/provide security under Section 185 of the Companies Act, 2013

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

RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Board of Directors of the Company, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary(ies) and Step Down Subsidiary(ies) of the Company in which any of the Director of the Company is deemed to be interested, up to a sum not exceeding ₹1,000 Crores (Rupees Thousand Crores Only) to be utilized for the principal business activities of Subsidiary(ies) and Step Down Subsidiary(ies) of the company, outstanding at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security to Subsidiary(ies) and Step Down Subsidiary(ies) of the Company and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writings for giving effect to this Resolution.

By order of the Board of Directors

G Srinivasa Ramanujan
Company Secretary
FCS No. 12755

Chennai
May 11, 2026

Registered Office:

Bascon Futura SV, 4th Floor, No.10/1,
Venkatanarayana Road, T. Nagar,
Chennai-600 017, Ph: 044-49015678,
E-mail: complianceofficer@orientgreenpower.com
Website: www.orientgreenpower.com

Notes

1. Pursuant to the General Circular No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and the Circulars issued from time to time by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC/OAVM, 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.
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 19th 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 Wednesday, July 15, 2026 to Wednesday, July 22, 2026 (both days inclusive) for the purpose of 19th 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 Wednesday, July 15, 2026 being Cut-off Date.
8. The Board of Directors has appointed Mr. M. Alagar (M.No: F7488; COP No.: 8196), failing which Mr. D. Saravanan (M.No: 13721; COP No: 22608), Designated Partners of Alagar & Associates LLP, (Formerly known as M. Alagar and Associates), (Firm Registration No. L2025TN019200) Company Secretaries, Chennai as the Scrutinizer to scrutinize the e-voting process via remote e-voting and e-voting at the 19th AGM in a fair and transparent manner and they have 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. Wednesday, July 22, 2026
10. The facility of joining the 19th AGM through VC/ OAVM will be opened 30 minutes before and will be open upto 15 minutes after the scheduled start time of the 19th 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 19th 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 19th AGM along with the Annual Report 2025-26 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 2025 - 26 will also be available on the Company's

website <https://www.orientgreenpower.com/annual-report.asp>, website of the Stock Exchanges - BSE Limited (www.bseindia.com) and 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 2025-26 also containing Notice of the AGM.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.
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> 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 19th AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on Friday, June 19, 2026 have been considered.
21. 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 -A.
22. 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.

23. 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 <https://www.orientgreenpower.com/investor-services.asp>. 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.

24. Notes for E-voting:

- a. 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.
- b. The voting period begins on Sunday, July 19, 2026 (10.00 AM IST) and ends on Tuesday, July 21, 2026 (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 Wednesday, July 15, 2026 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 Tuesday, July 21, 2026. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- c. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- d. 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.
- e. 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
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- 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 Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Provider i.e. CDSL, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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
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- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact the Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink 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 / Tablets 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.
- (vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (viii) 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.
- (ix) 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, Assistant Vice President, 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

G Srinivasa Ramanujan
Company Secretary
FCS No. 12755

Chennai
May 11, 2026

Registered Office:

Bascon Futura SV, 4th Floor, No.10/1,
Venkatanarayana Road, T. Nagar,
Chennai- 600 017, Ph: 044-4901 5678,
E-mail: complianceofficer@orientgreenpower.com
Website: www.orientgreenpower.com

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 & Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated May 11, 2026 and shall be taken as forming part of the notice.

ITEM NO. 4

Beta Wind Farm Private Limited (BETA), a subsidiary of the Company with 74% equity shareholding is a Related Party 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, these transactions with BETA are of continuous in nature and are being made in the Ordinary Course of Business at 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 an ordinary resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Further, as the aggregate value of transaction(s) are likely to exceed the materiality threshold limit of Rs. 2,635 lakhs, as provided under the SEBI (LODR) Regulations, 2015, your Board of Directors considered the same and recommend the passing of the resolution.

The Audit Committee has reviewed the certificate provided by CEO & Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards

Details of the proposed RPTs between BETA and OGPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circulars as amended from time to time are as follow:

Minimum Information to be provided to the Audit Committee for approval (including ratification) of RPTs.

Prescribed disclosures as per Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") dated June 26, 2025.

PART A

Minimum information of the proposed RPT, applicable to all RPTs

A(1)	Basic details of the related party
A(2)	Relationship and ownership of the related party
A(3)	Details of previous transactions with the related party
A(4)	Amount of the proposed transaction(s)
A(5)	Basic details of the proposed transaction

A(1). Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	BETA WIND FARM PRIVATE LIMITED ("BETA")
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	Generation and Sale of Power from Renewable Energy Sources

A(2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	BETA, the Related Party is a Subsidiary of OGPL, the Listed entity.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	OGPL holds 74% of Share holding in BETA.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

A(3). Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	
	Nature of Transactions	FY 2024-2025 (Rs. in lakhs)
	Windmill Operation & Maintenance Services	2,171
	Income on fair value of corporate guarantees	13
	Shared Service Expenses	6
	Loans given	469
	Total	2,659
	Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	
	Nature of Transactions	FY 2025-2026 (Rs. in lakhs)
	Windmill Operation & Maintenance Services	2,262
	Income on fair value of corporate guarantees	13
	Shared Service Expenses	50
	Liquidated damages/ Other Miscellaneous Services/ Supplies/ Utilities	5
	Total	2,330
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

A(4). Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs.3,480 lakhs (Rupees Three Thousand Four Hundred and Eighty lakhs)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	13.21%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	19.89%
6.	Financial performance of the related party for the immediately preceding financial year:	
	Particulars	FY 2024-2025 (Rs. in lakhs)
	Turnover	17,500
	Profit After Tax	583
	Net Worth	(10,273)
	Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	

Nature of Transaction: Revenue from Operation and Maintenance Services
A(5). Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Revenue from Operation and Maintenance Services
2.	Details of each type of the proposed transaction	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026 - 2027
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.	Rs.3,000 lakhs
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable

S. No.	Particulars of the information	Information provided by the management
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	OGPL, the listed entity, provides the Wind mill Operation and Maintenance services to BETA, the Subsidiary, the related party. The listed entity derives the Substantial part of its revenues from rendering the Operation & Maintenance services to BETA. Hence, the transactions proposed are in the interest of OGPL, the listed entity.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Other than as stated below, none of the promoter(s)/ director(s) / key managerial personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, in the Related Party.
	a. Name of the director / KMP	Names of the Common Directors/ KMP are as under: 1. Mr. T Shivaraman, MD 2. Mr. R Ganapathi, Director 3. Ms. Chandra Ramesh, Director 4. Mr. G Srinivasa Ramanujan, CS
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	This transaction does not contemplate valuation or other external report.
9.	Other information relevant for decision making.	Not Applicable

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable
2.	Basis of determination of price.	Arm's Length Price
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following	
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable

Nature of Transaction: Income from Fair Valuation of Corporate Guarantee/ Shared service Income/ Other Supplies/ Services
A(5). Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Income from Fair Valuation of Corporate Guarantee/ Shared service Income/ Other Supplies/ Services
2.	Details of each type of the proposed transaction	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-2027
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.	Rs.180 lakhs
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>OGPL, the listed entity, as part of rendering Wind Mill Operation and Maintenance services is required to supply certain Materials/ Services. These are required to fulfill the maintenance obligations and are in the interest of OGPL, the listed entity.</p> <p>OGPL, the listed entity extended Corporate guarantee for the loans availed by BETA for developing the current installed capacity. OGPL is restricted from charging guarantee commission under the loan covenants. Hence the Guarantees extended were fair valued in line with the applicable Indian Accounting Standards (IND AS) and income is recognised over the tenure of the guarantee. This income is notional in nature.</p>
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Other than as stated below, none of the promoter(s)/ director(s) / key managerial personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, in the Related Party.
	a. Name of the director / KMP	Names of the Common Directors/ KMP are as under: 1. Mr. T Shivaraman, MD 2. Mr. R Ganapathi, Director 3. Ms. Chandra Ramesh, Director 4. Mr. G Srinivasa Ramanujan, CS
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	This transaction does not contemplate valuation or other external report.
9.	Other information relevant for decision making.	Not Applicable

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable
2.	Basis of determination of price.	Arm's Length Price
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following	
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable

Nature of Transaction: Liquidated Damages/ Other Miscellaneous Supplies/ Utilities/ Shared service Expense/ Others**A(5). Basic details of the proposed transaction**

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Liquidated Damages/ Other Miscellaneous Supplies/ Utilities/ Shared service Expense/ Others
2.	Details of each type of the proposed transaction	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-2027
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.	Rs.250 lakhs
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not applicable
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	In connection with the Wind mill Operation & Maintenance services provided by the OGPL to BETA certain damages (if any) to be compensated for shortfall/ deficiency in performing the obligations. These are in the course of business and are integral part of the service contract. Hence, in the interest of listed entity. Besides, OGPL shares certain facilities of BETA and pays for the share of utilities/services, which reduces the expenses of the group as a whole are in the interest of the listed entity.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Other than as stated below, none of the promoter(s)/ director(s) / key managerial personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, in the Related Party.

S. No.	Particulars of the information	Information provided by the management
	a. Name of the director / KMP	Names of the Common Directors/ KMP are as under: 1. Mr. T Shivaraman, MD 2. Mr. R Ganapathi, Director 3. Ms. Chandra Ramesh, Director 4. Mr. G Srinivasa Ramanujan, CS
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	This transaction does not contemplate valuation or other external report.
9.	Other information relevant for decision making.	Not Applicable

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable
2.	Basis of determination of price.	Arm's Length Price
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following	
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable

Nature of Transaction: Interest Income

A(5). Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Interest Income on loans extended
2.	Details of each type of the proposed transaction	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026 - 2027
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.	Rs.50 lakhs
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable

S. No.	Particulars of the information	Information provided by the management
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	OGPL extends loans to BETA for its working capital requirements. For the said loans OGPL charges interest at the same rate of its borrowings. This promotes BETA to gain access to the funds at lower rates of interest. This stabilises the operations and cash flows of BETA in the long term. Hence in the interest of OGPL.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Other than as stated below, none of the promoter(s)/ director(s) / key managerial personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, in the Related Party.
	a. Name of the director / KMP	Names of the Common Directors/ KMP are as under: 1. Mr. T Shivaraman, MD 2. Mr. R Ganapathi, Director 3. Ms. Chandra Ramesh, Director 4. Mr. G Srinivasa Ramanujan, CS
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	This transaction does not contemplate valuation or other external report.
9.	Other information relevant for decision making.	Not Applicable

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	Not Applicable
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	
	a. Nature of indebtedness	Not Applicable
	b. Total cost of borrowing	Not Applicable
	c. Tenure	Not Applicable
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Not Applicable

S. No.	Particulars of the information	Information provided by the management
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Rate equivalent to SBI MCLR, as revised from time to time.
5.	Maturity / due date	March 31, 2032
6.	Repayment schedule & terms	Principal and interest shall be repayable by March 31, 2032.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Not Applicable

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 as set out at Item No. 4 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. 4.

ITEM NO. 5

In order to be scalable and operate under different models of power sale and cater to the needs of variety of customers including state owned distribution companies(Discoms), Captive customers, etc across the states of India and abroad, the company has developed its entire energy generating capacities through its subsidiaries and step-down subsidiaries. For business requirements including but not restricted to expansion, working capital requirements, etc, the Company may have to extend support to these Subsidiary(ies) and Step down Subsidiary(ies) in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time.

In this context, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185(2) of the Companies Act, 2013 for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for their expansion / other capital expenditure and/or working capital requirements as may be required from time to time and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Details of Directors seeking appointment/re-appointment at the Nineteenth 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. T Shivaraman (re-appointment)	Mr. R Ganapathi (re-appointment)
1.	Date of Birth	18/11/1965	28/06/1955
2.	DIN	01312018	00103623
3.	Age	60 years	70 years
4.	Qualification	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. 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 three 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)
6.	Nature of Expertise in specific functional areas	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 2025-26	5 (Five)	5 (Five)
8.	Terms and Conditions of appointment	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	Rs. 120 lakhs per annum as per shareholder's approval dated June 28, 2024	Sitting fee for the Financial Year 2025-26 - Rs. 9.75 lakhs
10.	Remuneration to be paid	Rs. 120 Lakhs per annum as already approved vide shareholder's approval dated June 28, 2024.	Sitting fee for attending the meetings as per the provisions of Companies Act, 2013.
11.	Original Date of appointment on the Board of Directors	28/01/2010	29/02/2008

S. No.	Name of the Directors	Mr. T Shivaraman (re-appointment)	Mr. R Ganapathi (re-appointment)
12.	Number of shares held in the Company (both own or held by/for other persons on a beneficial basis) as on March 31, 2026	3,64,870	Nil
13.	Relationship with other Directors/ KMP	NA	NA
14.	Name of the other listed Companies in which the appointee holds the Directorship and the Membership / Chairmanship of Committees of other Board	Directorship - Membership/ Chairmanship of Committees -	Directorship Trigyn Technologies Limited Membership/ Chairmanship of Committees -
15.	List of directorship held in other Board (excluding those mentioned in point no.14)	1. Tvasta Manufacturing Solutions Private Limited 2. SVL Limited 3. Delta Renewable Energy Private Limited 4. Beta Wind Farm Private Limited 5. Orient Green Power Europe B.V.	1. Trigyn Technologies (India) Private Limited 2. Leading Edge Infotech Limited 3. SS Corporate Management Services Private Limited 4. Beta Wind Farm Private Limited 5. Clarion Wind Farm Private Limited 6. Gamma Green Power Private Limited 7. Bharath Wind Farm Limited 8. Delta Renewable Energy Private Limited
16.	Name of the listed entities from which the appointee has resigned in the past three years	NA	Elnet Technologies Limited
17.	Whether debarred from holding office by order of SEBI or any authority?	Not debarred from holding office by order of SEBI or any authority.	Not debarred from holding office by order of SEBI or any authority.