

Date: 15th July 2026

To,
 National Stock Exchange of India Limited
 Exchange Plaza, C-1, Block G,
 Bandra Kurla Complex,
 Bandra (E), Mumbai – 400 051

Symbol: ORIANA

Subject: Postal Ballot Notice

Reference: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/ Madam,

In furtherance to our letter dated 13th July 2026, informing that the Board of Directors of Oriana Power Limited (“the Company”) at its Meeting held on 13th July 2026 had approved the Sub-division/Split of the existing 1 (one) Equity Share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid-up, into 5 (Five) Equity Share having face value of Rs. 2/- (Rupee Two only) each, fully paid-up and alteration of Capital Clause of the Memorandum of Association of the Company, subject to approval of the Shareholders by way of Postal Ballot Notice and any regulatory/statutory approvals, as may be required under applicable laws.

Please find enclosed herewith a copy of the Postal Ballot Notice dated 15th July 2026 together with the Explanatory Statement thereto, seeking consent of the Members of Oriana Power Limited (“the Company”), on the following item of special business:

Sr. No.	Description of Resolution	Type of Resolution
1.	SUB-DIVISION/SPLIT OF EQUITY SHARES OF THE COMPANY	ORDINARY RESOLUTION
2.	ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY	ORDINARY RESOLUTION
3.	INCREASE IN THE LIMITS OF LOAN, GUARANTEE, AND INVESTMENT AS PER SECTION 186 OF THE COMPANIES ACT 2013	SPECIAL RESOLUTION

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company/Depositories/ Registrar & Transfer Agent as on the cut-off date i.e. Friday, 10th July 2026.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’), for facilitating remote e-voting to enable the Members to cast their votes electronically. The detailed procedure for remote e-voting is given in the Notice of Postal Ballot. The remote e-voting period commences from Thursday, 16th July 2026 at 9:00 a.m. (IST) and concludes on Friday, 14th August 2026 at 5:00 p.m. (IST).

The Postal Ballot Notice is also being uploaded on the Company’s website i.e. www.orianapower.com and on the website of NSDL at www.evoting.nsdl.com.

ORIANA POWER LIMITED

Registered Office: Flat No. 412A, Building No. 43, Chiranjiv Tower, Nehru Place, New Delhi, South Delhi-110019.

Corporate Office: Third Floor, Plot No. 19 & 20, JASK Towers, Sector 125, Noida, Gautam Buddha Nagar, U.P.-201313.

CIN: L35101DL2013PLC248685, **Website:** www.orianapower.com, **Tel:** +91-120-422-9198, **Email:** compliance@orianapower.com

You are requested to take the above on record.

Yours Faithfully,
For Oriana Power Limited

Tanvi Singh
Company Secretary & Compliance Officer
M. No. A69061
Place: Noida

Encl.: As above



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NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended)

VOTING STARTS ON	VOTING ENDS ON
Thursday, 16 th July 2026, at 9:00 a.m. (IST)	Friday, 14 th August 2026, at 5:00 p.m. (IST)

Dear Members,

Notice is hereby given that pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Secretarial Standard on General Meetings ('SS-2'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars') issued by the Ministry of Corporate Affairs, and any other applicable laws and regulations, the Resolutions appended below are proposed for approval of the members of Oriana Power Limited ('the Company'), through postal ballot by way of voting through electronic means ('remote e-voting') only.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution proposed in this Postal Ballot Notice ("Notice") and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

In compliance with the MCA Circulars, Notice is being sent only in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar & Transfer Agents to enable them to cast their votes electronically. Accordingly, no physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will be sent to the Members. For the purpose of remote e-voting, the Company has engaged the services of National Securities Depository Limited ('NSDL') and Members are requested to follow the procedure as stated in the Notes appended to this Notice for casting of votes by remote e-voting.

The Notice will also be placed on the website of the Company at www.orianapower.com and on the website of NSDL at www.evoting.nsdl.com. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited ('NSE') at www.nseindia.com.

The Members can exercise their right to vote on the matters included in the Postal Ballot Notice by remote e-voting. The remote e-voting period commences from 9:00 a.m. (IST) on Thursday, 16th July 2026 and ends at 5:00 p.m. (IST) on Friday, 14th August 2026.

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on 13th July 2026 has approved the appointment of M/s. Rubina Vohra & Associates, Practicing Company Secretary, Noida (U.P.) (Membership No. F9277 and Certificate of Practice No. 10930) as the Scrutinizer ('Scrutinizer') to scrutinize the postal ballot through the remote e-voting process in a fair and transparent manner.

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The Scrutinizer will submit her report to the Managing Director of the Company or any person authorized by the Managing Director of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot.

The said results along with the Scrutinizer's Report shall be intimated to NSE, where the securities of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.orianapower.com and on the website of NSDL i.e. www.evoting.nsdl.com.

The last date of remote e-voting, i.e. Friday, 14th August 2026, shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

RESOLUTIONS THROUGH POSTAL BALLOT

SPECIAL BUSINESS(ES)

1. SUB-DIVISION/SPLIT OF EQUITY SHARES OF THE COMPANY

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 ("Act") (if any), read with relevant Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or reenactments thereof, for the time being in force), Article 4(a) of the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals and on recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall include any Committee of the Board of Directors), approval of the Members of the Company be and is hereby accorded for sub-division/ split of the existing equity shares of the Company, such that each equity share having face value of Rs. 10/- (Rupees Ten only) each fully paid-up, be subdivided/split into such number of equity shares having face value of Rs. 2/- (Rupees Two only) each fully paid up, ranking pari-passu with each other in all respects with effect from the Record Date ("Record Date") to be determined by the Board for this purpose.

RESOLVED FURTHER THAT pursuant to the sub-division/ split of equity shares of the Company, all the equity shares of face value of Rs. 10/- (Rupees Ten only) each consisting in the Authorized equity share capital existing on the Record Date, shall stand sub-divided/split as follows:

Type of Capital	Pre sub-division/split			Post sub-division/split		
	No. of equity shares	Face Value (Rs.)	Total equity share capital (Rs.)	No. of equity shares	Face Value (Rs.)	Total equity share capital (Rs.)
Authorized Equity Share Capital	2,45,00,000	10	24,50,00,000	12,25,00,000	2	24,50,00,000

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RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares of the Company, all the equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up consisting in the Issued, Subscribed and Paid-up equity share capital existing on the Record Date, shall stand sub-divided/split as follows:

Type of Capital	Pre sub-division/split			Post sub-division/split		
	No. of equity shares	Face Value (Rs.)	Total equity share capital (Rs.)	No. of equity shares	Face Value (Rs.)	Total equity share capital (Rs.)
Issued, Subscribed and Paid-up Equity Share Capital	2,03,19,150	10	20,31,91,500	10,15,95,750	2	20,31,91,500

RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

(a) for the equity shares held in physical form, if any, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall issue, sign and dispatch new share certificate(s) of the Company and shall comply with the prevailing laws/guidelines in this regard; and

(b) for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their depository participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of above-mentioned sub-division/split, the Board be and is hereby authorized to make suitable arrangements / adjustments (including rounding off fraction to nearest one) to deal with such fractions for the benefit of the eligible Members, including but not limited to aggregating / consolidating the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall, as soon as possible, sell such whole equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Board/Nomination and Remuneration Committee be and is hereby authorized to make appropriate adjustments to ensure fair and reasonable adjustment to the entitlement of the participants under the "Oriana Employees Stock Option Plan 2025" due to sub-division/split of equity shares as aforesaid to the outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT the Board or any other official as authorised by Board be and are hereby severally authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise with regard to the sub-division/split of the equity

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shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members.”

2. ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 (if any), read with relevant Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals and upon recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall include any Committee of the Board of Directors), approval of the Members of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and insert the following new Clause V:

“The Authorized Share Capital of the Company is Rs. 24,50,00,000/- (Rupees Twenty Four Crore Fifty Lakh only) divided into 12,25,00,000 (Twelve Crore Twenty-Five Lakh) Equity Shares of face value of Rs. 2/- (Rupees Two only) each, with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 2013) and to attach thereto respectively such preferential qualified or special rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force.”

RESOLVED FURTHER THAT the Board or any other official as authorised by Board be and are hereby severally authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members.”

3. INCREASE IN THE LIMITS OF LOAN, GUARANTEE, AND INVESTMENT AS PER SECTION 186 OF THE COMPANIES ACT 2013

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

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“RESOLVED THAT in supersession of the previous resolution passed by the Members of the Company on 27th April 2025 in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and based upon the recommendation of the Board of Directors, the consent of Members of the Company be and is hereby accorded to increase the existing limit from Rs. 5000 Crores (Rupees Five Thousand Crores Only) to Rs. 10,000 Crores (Rupees Ten Thousand Crores Only) to

- (i) give loans or inter corporate deposits to any person or other body corporate from time to time;
- (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person;
- (iii) acquire by way of subscription, purchase or otherwise, the securities comprising equity shares, convertible or non-convertible preference shares or debentures, etc. of any other body corporate, in one or more tranches,

notwithstanding that the aggregate of the loans and investments so far made and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, may exceed the limits prescribed under Section 186 of the Act, provided that the aggregate amount shall not exceed Rs. 10,000 Crores (Rupees Ten Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) and any other official of the Company as may be authorised by the Board of Directors, be and are hereby severally authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

**By Order of the Board of Directors
For Oriana Power Limited**

**Tanvi Singh
Company Secretary and Compliance Officer
Membership No. A69061**

**Date: 15th July 2026
Place: Noida**

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Notes:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions, as amended from time to time setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories/ Registrar & Transfer Agent, as on the **cut-off date** i.e., Friday, 10th July 2026. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Note No. 4.
3. The Members whose names appear in the Register of Members / List of Beneficial Owners as on cut-off date, are entitled to vote on the Resolutions set forth in this Notice through remote e-voting only. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system.

It is however clarified that, Members of the Company as on the Cut-Off date who may not have received this Notice due to non-registration of their email addresses with the Company / Depositories/ Registrar & Transfer Agent shall be entitled to vote on Resolutions in accordance with the process specified in this Notice. Members may access this Notice on the Company's website at www.orianapower.com, the NSDL website at www.evoting.nsdl.com, and the NSE website at www.nseindia.com.

4. The Members holding shares in physical mode and who have not registered/updated their email addresses with the Company are requested to register/update their email addresses by sending the duly filled in Form ISR-1 which is available on the Company's website and on the website of Skyline Financial Services Private Limited, Registrar & Transfer Agent (RTA) along with relevant enclosures to the Company's RTA at email id admin@skylinerta.com or to the Company at the email id cs@orianapower.com with all the forms and proofs duly signed. Members holding shares in demat form who have not registered/updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses.
5. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company is offering facility of remote e-voting to all the Members to enable them to cast their votes electronically only. For the purpose of remote e-voting, the Company has engaged the services of National Securities Depository Limited ('NSDL').
6. The remote e-voting period commences from 9:00 a.m. (IST) on Thursday, 16th July 2026 and ends at 5:00 p.m. (IST) on Friday, 14th August 2026. The remote e-voting module shall

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thereafter be disabled by NSDL. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

7. Resolution passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Friday, 14th August 2026.
8. This Notice is also available on the Company's website i.e. www.orianapower.com and also on the website of stock exchange i.e. www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
9. The Scrutinizer will submit the report to the Managing Director of the Company or any person authorized by the Managing Director upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot to the Stock Exchanges i.e. National Stock Exchange of India Limited (www.nseindia.com) and additionally be uploaded on the Company's website www.orianapower.com and on the website of NSDL at www.evoting.nsdl.com.
10. Relevant documents referred to in the explanatory statement will be available for inspection at the Registered Office and Corporate Office of the Company on all working days from the date of dispatch until the last date of remote e-voting. Alternatively, Members may also send their requests for asking copies thereof at cs@orianapower.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
11. Process to cast votes through remote e-voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are 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 - 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 hold 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

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Individual Shareholders holding securities in demat mode with CDSL	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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. Additionally, there are also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi 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. 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) 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 140328 then user ID is 140328001***

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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

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5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rrassociatenoida@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@orianapower.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@orianapower.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1 & 2**

The equity shares of the Company are listed and traded on SME platform of the National Stock Exchange of India Limited (NSE Emerge). With a view to enhance liquidity of the Company's equity shares and to encourage participation of small investors by making equity shares of the Company more affordable to invest, the Board of Directors of the Company in their meeting held on 13th July-2026 considered and approved, subject to the approval of Members of the Company and statutory authorities (if any), the sub-division/split of the existing equity shares of the Company, such that each equity share having face value of Rs. 10/- (Rupees Ten only) each fully paid-up, be sub-divided/ split into such number of equity shares having face value of Rs. 2/- (Rupees Two only) each fully paid-up, ranking pari-passu with each other in all respects with effect from the Record Date ("Record Date") to be determined by the Board of Directors for this purpose after receipt of shareholders' approval.

In case of fractional shares, if any, arising out of abovementioned sub-division/split, the Board of Directors will make suitable arrangements / adjustments (including rounding off fraction to nearest one) to deal with such fractions for the benefit of the eligible Members, including but not limited to aggregating / consolidating the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such whole equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

The sub-division/split of equity shares would inter-alia require appropriate adjustments to be made by the Board/NRC to ensure fair and reasonable adjustment to the entitlement of the participants under the 'Oriana Employees Stock Option Plan 2025' of the Company, with respect to outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

The sub-division/split of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association ("MOA") of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division/split of equity shares. Further, such sub-division/split shall not be construed as reduction in share capital of the Company i.e. in compliance of the applicable provisions of the Companies Act, 2013 ("Act") and other applicable regulations/ provisions in this regard.

The draft of the revised Memorandum of Association reflecting the said change will be available for inspection in the manner provided in the notes to this Notice.

In terms of the provisions of Sections 13 and 61 of the Act, approval of the Members of the Company is sought by way of ordinary resolutions for sub-division/split of equity shares and consequential alteration to Capital Clause (Clause V) of MOA of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise in the resolutions except to the extent of their shareholding, if any, in the Company.

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The Board of Directors of the Company recommend the resolutions set out at item No. 1 & 2 for approval of the Members as Ordinary Resolutions.

Item No. 3

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("Act"), the Company shall not directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with any loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding the prescribed limits, being sixty percent (60%) of its paid-up share capital, free reserves and securities premium account of the Company or one hundred percent (100%) of its free reserves and securities premium account of the Company, whichever is more, as per section under Section 186(2) of the Act, without obtaining prior approval of the Members by way of a Special Resolution.

The Members of the Company had, through Postal Ballot Notice dated 27th March 2025, accorded their approval by passing special resolution dated 27th April 2025 under Section 186 of the Act authorising the Board of Directors to make investments, grant loans, provide guarantees and/or securities in excess of the limits prescribed under Section 186(2), subject to an aggregate limit of Rs. 5,000 Crore.

The Company is engaged in the business of developing renewable energy projects, including solar power plants and Battery Energy Storage System (BESS) projects, under various business models such as captive, group captive and independent power producer (IPP) models. For implementation of such projects, the Company generally undertakes project development through project-specific special purpose vehicles ("SPVs"). Such SPVs are incorporated for developing, owning and operating individual renewable energy projects and facilitate efficient project execution, project-specific financing, regulatory compliance, ring-fencing of project risks and future monetisation of completed assets.

The Company provides various forms of financial and operational support to such SPVs, including equity contribution, loans or other financial assistance, guarantees and securities, depending upon the commercial requirements of the project. Such support enables the SPVs to achieve financial closure, comply with lenders' conditions, meet working capital and project development requirements, complete construction within stipulated timelines and commence commercial operations.

The Company continues to expand its renewable energy portfolio through incorporation and acquisition of project SPVs and implementation of multiple renewable energy projects across India. Accordingly, the existing limit approved by the Members under Section 186 may not be sufficient to meet the Company's future business and funding requirements. Therefore, it is proposed to enhance the overall limit for making investments, granting loans, providing guarantees and securities under Section 186 of the Act from Rs. 5,000 Crore to Rs. 10,000 Crore, to provide the Board with adequate financial flexibility for supporting the Company's present and future business operations. Approval of the Members is being sought by way of Special Resolution under section 186 of the Companies Act 2013, for increasing the overall limit for making investments, granting loans, providing guarantees and securities from Rs. 5,000 Crore to Rs. 10,000 Crore

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None of the Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of Members by way of Special Resolution under section 186 of the Companies Act 2013.

**By Order of the Board of Directors
For Oriana Power Limited**

**Tanvi Singh
Company Secretary and Compliance Officer
Membership No. A69061**

**Date: 15th July 2026
Place: Noida**

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