



ORIANA POWER LIMITED

CIN: L35990DL2013PLC248685

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

Corporate Office: First Floor C-103 Sector-2 Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201301

Tel. No.: 011-411-4695, **Website:** www.orianapower.com, **E-mail:** cs@orianapower.com

NOTICE OF EXTRA- ORDINARY GENERAL MEETING

Notice is hereby given that the First Extra Ordinary General Meeting of Financial year 2024-2025 of the members of Oriana Power Limited (Formerly known as Oriana Power Private Limited) will be held on Sunday, 09th June 2024 at 01.00 P.M., Indian Standard Time ("IST"), through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") Facility to transact following business:

SPECIAL BUSINESSES:

1. **TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE MEMORANDUM OF ASSOCIATION.**

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and rules issued there under (including any statutory modification or reenactment thereof for the time being in force), and subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authority(ies) the consent of the members of the Company be and is hereby accorded to increase and alter the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 24,50,00,000/- (Rupees Twenty-Four Crore Fifty lakh Only) divided into 2,45,00,000 (Two Crore and Forty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each;

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered and the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

"The authorized share capital of the Company is Rs. 24,50,00,000/- (Rupees Twenty-Four Crore Fifty Lakh Only) divided into 2,45,00,000 (Two Crore Forty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten 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."

FURTHER RESOLVED THAT the Directors of the Company and Company Secretary of the Company be and is hereby severally authorized to file necessary e-forms and documents with Registrar of the Company and to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

2. **TO CONSIDER AND APPROVE ISSUANCE OF UPTO 13,38,950 (THIRTEEN LAKH THIRTY EIGHT THOUSAND NINE HUNDRED FIFTY) EQUITY SHARES ON PREFERENTIAL BASIS TO THE PUBLIC**

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

“**RESOLVED THAT** pursuant to (i) the applicable provisions of Section 23, 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 as amended (“the Companies Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), (ii) in accordance with the Foreign Exchange Management Act, 1999 as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, (iii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI SAST Regulations**”) and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“**SEBI**”) and/ or the stock exchanges where the equity shares of the Company are listed and (iv) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with National Stock Exchange of India Limited (“**NSE**”) (the “**Stock Exchanges**”) on which the equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) (“**Equity Shares**”) are listed (v) in accordance with the provisions of the Memorandum and Articles of Association of the Company, as amended (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India, the SEBI, or any other statutory or regulatory authority, to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approval(s), permission(s), sanction(s) and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 13,38,950 (Thirteen Lakh Thirty Eight Thousand Nine Hundred Fifty) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 1,820.00 (Rupees One Thousand Eight Hundred and Twenty Only) (including a premium of Rs. 1810.00/- each) per Equity Share, total aggregating up to Rs. 2,43,68,89,000.00 /- (Rupees Two Hundred Forty three Crore and Sixty Eight Lakh Eighty Nine Thousand only) for cash consideration on a preferential basis (“**Preferential Issue**”), in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto, and on such terms and conditions as may be determined by the Board, to the following persons (“**Proposed Allottee**” - Public Category) as detailed below:

S.No	Name of the Proposed Allottees	Category	No. of Equity Shares	Ultimate Beneficial Owner
1.	POOJA KEDIA	Public	2,75,000	POOJA KEDIA
2.	OVATA EQUITY STRATEGIES MASTER FUND	Public	1,40,000	WENLAI JAMES CHEN
3.	CCV EMERGING OPPURTUNITIES FUND	Public	51,000	KULBHUSHAN PARASHAR
4.	DIVYASHRI RAVICHANDRAN	Public	50,000	DIVYASHRI RAVICHANDRAN
5.	RAKESH LAROIA	Public	50,000	RAKESH LAROIA
6.	VIBHA GUPTA	Public	44,000	VIBHA GUPTA
7.	SHISHIR RADHAKUMAR TEJPAL	Public	31,500	SHISHIR RADHAKUMAR TEJPAL
8.	AMIT GUPTA	Public	30,000	AMIT GUPTA
9.	AMIT KUMAR	Public	30,000	AMIT KUMAR
10.	FARHAT NEERAJ GUPTA	Public	27,600	FARHAT NEERAJ GUPTA
11.	PAWAN KUMAR GUPTA	Public	25,000	PAWAN KUMAR GUPTA
12.	ANSHU AHUJA	Public	25,000	ANSHU AHUJA
13.	DIVYA GUPTA	Public	20,500	DIVYA GUPTA
14.	ANJU SOMANI	Public	20,000	ANJU SOMANI

15.	KULBHUSHAN PARASHAR HUF	Public	18,700	KULBHUSHAN PARASHAR
16.	ANKUR TAYAL	Public	15,000	ANKUR TAYAL
17.	VIJAINDER KUMAR GUPTA	Public	14,000	VIJAINDER KUMAR GUPTA
18.	DUSHYANT SHISHIR TEJPAL	Public	13,500	DUSHYANT SHISHIR TEJPAL
19.	VICCO PRODUCTS (BOMBAY) PVT. LTD	Public	12,450	DEVESH SUMANT PENDHARKAR
20.	VICCO LABORATORIES (GOA)	Public	12,450	DEVESH SUMANT PENDHARKAR
21.	RAJESH GARG	Public	12,000	RAJESH GARG
22.	BEARBULL DISTRIBUTORS PVT. LTD.	Public	12,000	SANJAY KUMAR AGRAWAL
23.	DEEPANSHU GOEL	Public	12,000	DEEPANSHU GOEL
24.	SANDEEP SINGH	Public	11,100	SANDEEP SINGH
25.	SHIVANGI SHARMA	Public	11,050	SHIVANGI SHARMA
26.	ACINTYO INVESTMENT FUND PCC - CELL 1	Public	11,000	JATIN RASIKLAL MANSATA
27.	NEHA GUPTA	Public	10,000	NEHA GUPTA
28.	SAUMYA KOTHARI	Public	9,000	SAUMYA KOTHARI
29.	SHAKUNTLA GUPTA	Public	8,000	SHAKUNTLA GUPTA
30.	SANJAY MALHOTRA	Public	8,000	SANJAY MALHOTRA
31.	GAGAN KUMAR BANSAL HUF	Public	8,000	GAGAN KUMAR BANSAL
32.	SAURAB BINDAL	Public	7,500	SAURAB BINDAL
33.	ABHISHEK GUPTA	Public	6,900	ABHISHEK GUPTA
34.	PRITHISH GARG	Public	6,000	PRITHISH GARG
35.	RAMESH KUMAR GUPTA	Public	6,000	RAMESH KUMAR GUPTA
36.	MUKUL HEMANT DARDA	Public	6,000	MUKUL HEMANT DARDA
37.	RIT HITARTHBHAI DESAI	Public	6,000	RIT HITARTHBHAI DESAI
38.	YASH VARDHAN SINGH	Public	5,750	YASH VARDHAN SINGH
39.	HARRMIT DILLON	Public	5,550	HARRMIT DILLON
40.	GOPAL SHARMA	Public	5,550	GOPAL SHARMA
41.	VIBHOR JAIN	Public	5,550	VIBHOR JAIN
42.	ANIL KUMAR VEDA	Public	5,550	ANIL KUMAR VEDA
43.	MSN HOLDINGS LIMITED	Public	5,550	MANISH NUWAL
44.	VEERESH SHARANAPPA DEVARAMANI	Public	5,400	VEERESH SHARANAPPA DEVARAMANI
45.	ABHIMANYU MAHENDRA ARYA	Public	5,400	ABHIMANYU MAHENDRA ARYA
46.	ASHOK JAIN	Public	5,100	ASHOK JAIN
47.	MANU GUPTA	Public	5,000	MANU GUPTA
48.	ROOPA GARG	Public	5,000	ROOPA GARG
49.	RAVI NAVIN SHAH HUF	Public	5,000	RAVI NAVIN SHAH
50.	MAMTA SINGHAL	Public	5,000	MAMTA SINGHAL
51.	SWATI GOYAL	Public	5,000	SWATI GOYAL
52.	RITHU SATIYA	Public	5,000	RITHU SATIYA
53.	ANUPAMA TYAGI	Public	4,800	ANUPAMA TYAGI
54.	NAVEEN MENEZES	Public	4,500	NAVEEN MENEZES
55.	PRACHI JAIN	Public	4,500	PRACHI JAIN
56.	VARUN PRABHAKAR	Public	4,200	VARUN PRABHAKAR
57.	SAURABH GUPTA HUF	Public	3,500	SAURABH GUPTA
58.	D PRAKASH DEVI	Public	3,000	D PRAKASH DEVI
59.	BABU LAL BANSAL	Public	3,000	BABU LAL BANSAL
60.	SACHIN GARG	Public	3,000	SACHIN GARG
61.	DHARMENDRA SHARMA	Public	3,000	DHARMENDRA SHARMA
62.	JYOTI GUPTA	Public	3,000	JYOTI GUPTA
63.	VAIBHAV GARG	Public	3,000	VAIBHAV GARG
64.	NAMITHA LUNAWAT	Public	3,000	NAMITHA LUNAWAT
65.	RUCHI AGGARWAL	Public	3,000	RUCHI AGGARWAL
66.	PARITOSH SRIVASTAVA	Public	3,000	PARITOSH SRIVASTAVA

67.	HIREN VINAYCHANDRA MODI	Public	3,000	HIREN VINAYCHANDRA MODI
68.	CHIRAG SATIYA	Public	3,000	CHIRAG SATIYA
69.	KUSHAL BIOTECH PVT LTD	Public	3,000	MANU GUPTA
70.	NIKHIL RUNGTA	Public	3,000	NIKHIL RUNGTA
71.	SUNIL JAIN	Public	3,000	SUNIL JAIN
72.	RITIKA	Public	3,000	RITIKA
73.	HANSA DEVI	Public	3,000	HANSA DEVI
74.	SUDHIR KUMAR	Public	2,850	SUDHIR KUMAR
75.	JASMEET SINGH BUDHIRAJA	Public	2,850	JASMEET SINGH BUDHIRAJA
76.	GAURAV AGGARWAL	Public	2,850	GAURAV AGGARWAL
77.	KRISHAN SETHI	Public	2,850	KRISHAN SETHI
78.	KUNAL HANDU	Public	2,850	KUNAL HANDU
79.	KANISHKA TYAGI	Public	2,850	KANISHKA TYAGI
80.	RISHI GUPTA	Public	2,850	RISHI GUPTA
81.	SAMIR AGARWAL HUF	Public	2,850	SAMIR AGARWAL
82.	AARTI AGARWAL	Public	2,850	AARTI AGARWAL
83.	KHYATI ANAND PATEL	Public	2,747	KHYATI ANAND PATEL
84.	KRITARTH RAMESHBHAI PATEL	Public	2,700	KRITARTH RAMESHBHAI PATEL
85.	PREM PARKASH GUPTA HUF	Public	2,700	PREM PARKASH GUPTA
86.	GITA GUPTA	Public	2,700	GITA GUPTA
87.	URMI SHISHIR TEJPAL	Public	2,400	URMI SHISHIR TEJPAL
88.	ANKITA	Public	2,250	ANKITA
89.	RENU JAIN	Public	2,250	RENU JAIN
90.	AMIT KUMAR GOYAL	Public	2,100	AMIT KUMAR GOYAL
91.	DINESH BABU CHANDRASEKAR	Public	1,650	DINESH BABU CHANDRASEKAR
92.	JITESH KISHOR NARANG	Public	1,500	JITESH KISHOR NARANG
93.	AMEYA PIMPALGAONKAR	Public	1,500	AMEYA PIMPALGAONKAR
94.	MONA BANSAL	Public	1,500	MONA BANSAL
95.	RITA TEWARI	Public	1,500	RITA TEWARI
96.	AJIT FERNANDES	Public	1,500	AJIT FERNANDES
97.	RICHA GUPTA	Public	1,500	RICHA GUPTA
98.	JAGDISH KUMAR PRAJAPAT	Public	1,500	JAGDISH KUMAR PRAJAPAT
99.	MURARILAL BANSILAL AGRAWAL	Public	1,400	MURARILAL BANSILAL AGRAWAL
100.	MANJU DEVI JAIN	Public	1,400	MANJU DEVI JAIN
101.	RAJESH H SETHIA	Public	1,400	RAJESH H SETHIA
102.	ARNAV VIRMANI	Public	1,350	ARNAV VIRMANI
103.	NALIN GANJU	Public	1,350	NALIN GANJU
104.	GAGANDEEP SINGH	Public	1,350	GAGANDEEP SINGH
105.	SUSHANT SACHDEVA	Public	1,350	SUSHANT SACHDEVA
106.	AJAY KUMAR GUPTA	Public	1,350	AJAY KUMAR GUPTA
107.	MITHUN PRAKASH NIMJE	Public	1,350	MITHUN PRAKASH NIMJE
108.	LAKHBIR SINGH	Public	1,350	LAKHBIR SINGH
109.	DEEPAK GUGNANI	Public	1,350	DEEPAK GUGNANI
110.	POOJA DAYALDAS KHEMANI	Public	1,350	POOJA DAYALDAS KHEMANI
111.	VINEET RAJESH GUPTA	Public	1,350	VINEET RAJESH GUPTA
112.	ABHISHEK ANAND	Public	1,350	ABHISHEK ANAND
113.	SWATI SAXENA	Public	1,350	SWATI SAXENA
114.	AJIT KUMAR GUPTA	Public	1,350	AJIT KUMAR GUPTA
115.	VARUN BHARTI	Public	1,350	VARUN BHARTI
116.	RAHUL SEHGAL	Public	1,350	RAHUL SEHGAL
117.	SANDIP NANDLAL CHANDAK	Public	1,350	SANDIP NANDLAL CHANDAK
118.	KULDEEP SINGH	Public	1,350	KULDEEP SINGH
119.	URVI TRIVEDI	Public	1,350	URVI TRIVEDI
120.	YASHIKA GIANCHANDANI	Public	1,350	YASHIKA GIANCHANDANI

121.	RAMABEN SHIVANI	Public	1,350	RAMABEN SHIVANI
122.	RADHA AJAY DHRUV	Public	1,350	RADHA AJAY DHRUV
123.	KIRTI DEEP	Public	1,350	KIRTI DEEP
124.	ANIL KUMAR GUPTA	Public	1,350	ANIL KUMAR GUPTA
125.	ANIL NARAYANDAS CHANDAK	Public	1,350	ANIL NARAYANDAS CHANDAK
126.	REKHA BAGRODIA	Public	1,350	REKHA BAGRODIA
127.	SAVITA SAWLANI	Public	1,350	SAVITA SAWLANI
128.	RAVI JETHANI	Public	1,350	RAVI JETHANI
129.	RASHMI SAHASRABHOJANEE	Public	1,350	RASHMI SAHASRABHOJANEE
130.	UJWALA RAJEEV LANJEWAR	Public	1,350	UJWALA RAJEEV LANJEWAR
131.	MADHAVKRISHNA SINGHANIA	Public	1,350	MADHAVKRISHNA SINGHANIA
132.	RAGHAVPAT SINGHANIA	Public	1,350	RAGHAVPAT SINGHANIA
133.	ANKIT GUPTA	Public	1,350	ANKIT GUPTA
134.	NISHIT WALI	Public	1,350	NISHIT WALI
135.	RAMAN SHARMA	Public	1,350	RAMAN SHARMA
136.	DEEPANSHU AGGARWAL	Public	1,350	DEEPANSHU AGGARWAL
137.	KUSHAGRA SINGH	Public	1,350	KUSHAGRA SINGH
138.	SRIVIDYA CHAPPARAM	Public	1,200	SRIVIDYA CHAPPARAM
139.	EKTA BIJOYKUMAR MORE	Public	1,200	EKTA BIJOYKUMAR MORE
140.	PADMAVATHI PADALA	Public	1,200	PADMAVATHI PADALA
141.	KHUSHIE KULCHANDANI	Public	1,200	KHUSHIE KULCHANDANI
142.	RIYA MANOJ KULCHANDANI	Public	1,200	RIYA MANOJ KULCHANDANI
143.	CHINTAN SHAH HUF	Public	1,200	CHINTAN SHAH
144.	RUSHIN SHAH	Public	1,200	RUSHIN SHAH
145.	RUSHIN SHAH HUF	Public	1,200	RUSHIN SHAH
146.	AARTHI RAMASUBRAMANIAN	Public	1,200	AARTHI RAMASUBRAMANIAN
147.	SUNITA KALRA	Public	1,200	SUNITA KALRA
148.	AJAY PITAMBER SHARMA	Public	1,050	AJAY PITAMBER SHARMA
149.	RICHA GOSWAMI	Public	1,050	RICHA GOSWAMI
150.	SMITA KALPESH SHAH	Public	1,000	SMITA KALPESH SHAH
151.	VIVEK PRAKASH SINGH	Public	1,003	VIVEK PRAKASH SINGH
152.	PRATEEK JAIN	Public	900	PRATEEK JAIN
153.	KARAN HARISHKUMAR MAIDASANI	Public	800	KARAN HARISHKUMAR MAIDASANI
154.	ISH MITRA BHANOT	Public	750	ISH MITRA BHANOT
155.	NABA KRUSHNA DASH	Public	600	NABA KRUSHNA DASH
156.	BHUVANESWARI SHANMUGANATHAN	Public	600	BHUVANESWARI SHANMUGANATHAN
157.	ATUL GATTANI	Public	600	ATUL GATTANI
158.	JAYESH ANIL SAWANT	Public	600	JAYESH ANIL SAWANT
159.	SAMEER PRANUBHAI JOSHI HUF	Public	600	SAMEER PRANUBHAI JOSHI
160.	MANTHAN DIPAK KANANI	Public	600	MANTHAN DIPAK KANANI
161.	DARSHAN SANJAYBHAI MEHTA	Public	600	DARSHAN SANJAYBHAI MEHTA
162.	DIWANSHU MARWAL	Public	600	DIWANSHU MARWAL
		Total	13,38,950	

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Allotment of Equity Shares be and is hereby fixed as Friday, May 10, 2024, being the working day immediately preceding the date that is 30 days prior to the date of the Extraordinary General Meeting i.e. Sunday, June 09, 2024.

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to the Proposed Allottees by way of Preferential Allotment shall inter-alia be subject to the following terms and conditions:

- (a) The Allotment of Equity Shares shall only be made in dematerialized form;
- (b) Each of the Proposed Allottees shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment hereof;
- (c) The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the respective bank accounts of the Proposed Allottees;
- (d) The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove;
- (e) The Equity Shares allotted to the Proposed Allottees shall rank pari-passu inter-se with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- (f) The Equity Shares allotted shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI ICDR Regulations;
- (g) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of this special resolution approving the Preferential Allotment or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the Equity Shares is pending on account of pendency of any approval for the Preferential Allotment / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- (h) The Equity Shares so offered, issued and allotted will be listed on NSE and, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

Without prejudice to the generality of the above, the Preferential Allotment shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members, and expedient and to record the names of investors be recorded for the issue of invitation to subscribe Equity Shares and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares and for determining and making any changes to the form, terms and timing of the Preferential Allotment, and the number of equity shares to be allotted to the Proposed Allottees; (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of Equity Shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Equity Shares, (viii) to determine, finalise and vary utilisation of the proceeds of the Preferential Allotment, in accordance with applicable laws, (ix) to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the Preferential Allotment, as required under applicable laws, (x) to appoint and execute necessary agreements with the monitoring agency, and (xi) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, intermediaries and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

3. TO INCREASE THE LIMITS OF GIVING LOANS(S), MAKING INVESTMENT(S) OR PROVIDING SECURITY(IES) OR GUARANTEE(S) UPTO RS 1000 CRORES

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

“**RESOLVED THAT** in supersession of all earlier resolutions passed in this regard, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, and subject to the approval of the shareholders of the Company, the consent of the Board be and is hereby accorded to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities comprising of equity shares, convertible or non-convertible preference shares or debentures, etc. of any Body corporate (other than companies for which specific investment limit have been fixed and approved by the shareholders), as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1000 Crore (Rupees One Thousand Crore only) over and above the limit as prescribed under Section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT the overall limit of loan(s) and/or guarantee(s)/ security (ies) in connection with loan(s) made to and/or investment by way of subscription, purchase or otherwise in the securities of any Body corporate pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) shall not exceed Rs. 1000 Crore (Rupees One Thousand Crore only);

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required to be signed, on behalf of the Company, in connection with such investments, loans, guarantees and provision of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this resolution.”

4. TO INCREASE THE LIMIT OF BORROWING OF FUNDS UPTO RS 1000 CRORES

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or reenactment(s) thereof and subject to the approval of the shareholders of the Company, the consent of the Board be and is hereby accorded to borrow money, as and when required, from bank(s), foreign lender(s), anybody corporate entity(ies), authority(ies), through suppliers credit, un-secured loans or any other

instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time, whether convertible into equity/ preference shares or not, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 1000 Crore (Rupees One Thousand Crore only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves;

RESOLVED FURTHER THAT the Company be and is hereby authorized the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all;

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit all the necessary Form(s)/ documents with the Registrar of Companies and to do all the acts, deeds and things as he may think necessary for giving effect to the above said resolution and for matters connected therewith or incidental thereto."

5. TO APPROVE FOR CREATION OF CHARGE/SECURITY ON THE ASSETS OF THE COMPANY

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

"RESOLVED THAT in suppression of all earlier resolutions passed in this connection, if any and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment(s) thereof, for the time being in force), and subject to the consent of the Shareholders of the Company, the consent of the Board of Directors of the Company be and is hereby accorded (hereinafter referred to as "the Board" which terms shall be deemed to include any Committee thereof) to sell, lease or create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such immovable or movable properties of the Company, both present and future, and in such manner as the board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of the Banks, Financial Institutions, any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expensed and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of indebtedness secured by the properties of the Company shall not exceed Rs. 1000 Crore (Rupees One Thousand Crore only) at any time;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary and expedient for giving effect to the above resolution."

6. TO APPROVE LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of all earlier resolutions passed in this regard, pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, and subject to the approval of the shareholders of the Company, the consent of the Board be and is hereby accorded to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the Shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this resolution."

For ORIANA POWER LIMITED

Sd/-

Tanvi Singh

Company Secretary & Compliance Officer

Membership No.: ACS A69061

Date: May 18, 2024

Place: New Delhi

Notes:

- 1) The Ministry of Corporate Affairs ("MCA") vide circular no. 20/2020 dated May 05, 2020 read with circular No. 14/2020 dated April 08, 2020, circular No. 17/2020 dated April 13, 2020, circular No 02/2021 dated January 13, 2021, circular No 02/2022 dated May 05, 2022, circular No 11/2022 dated December 28, 2022 and circular No 09/2023 dated September 09, 2023 (collectively referred to as 'MCA Circulars'), inter alia, permitted the holding of the Extra Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the above MCA Circulars, the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company is being held through VC/OAVM on platform of National Securities Depository Limited ("CDSL") for which detailed instructions are annexed to this Notice. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. Since the EGM will be held through VC/ OAVM, the route map is not provided.
- 2) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rules issued thereunder and the SEBI Listing Regulations, 2015, the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on closing of Monday, June 03, 2024 i.e. cut-off date only shall be entitled to avail the facility of remote e-voting. The members may cast their votes on electronic voting system from place other than the venue of the meeting ("remote e-voting"). The members attending EGM through VC/ OAVM who have not cast their vote by remote e-voting shall be eligible to vote through the same system during EGM till 15 minutes after the EGM is over. The detailed instructions for e-voting (including remote e-voting) are annexed to this notice.

The remote e-voting period will commence at 9.00 AM (IST) on June 06, 2024 and will end at 5.00 PM (IST) on June 08, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- 3) The deemed venue for EGM shall be the corporate office of the Company at First Floor C-103 Sector-2 Noida, Gautam Buddha Nagar, Noida, Ghaziabad, Noida, Uttar Pradesh, India, 201301 for all secretarial compliance and other purpose.
- 4) Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

- 5) The Corporate/ Institutional Members are entitled to appoint authorised representatives to attend the EGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the EGM. Corporate/Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send to the Company, on cs@orianapower.com with a copy marked to evoting@nsdl.co.in from their registered email ID a scanned copy (PDF/ JPG format) of certified copy of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
- 6) The members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the EGM through VC/OAVM and vote thereat.
- 7) Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- 8) An Explanatory Statement pursuant to Section 102(1) of the Act, in respect of businesses to be transacted at EGM and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
- 9) The Board of Directors have considered and decided to include the Item No. 01, 02, 03, 04, 05 and 06 given above as Special Business in the forthcoming EGM, as they are unavoidable in nature.
- 10) In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022, December 28, 2022 and September 09, 2023, Notice of the EGM 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 calling EGM along with the explanatory statement investor desk are available on the website of the Company at <https://orianapower.com/investors/> websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
- 11) In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- 12) To receive shareholders' communications through electronic means including EGM Notice, the members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with RTA of the Company by sending an e-mail on admin@skylinerta.com with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the share certificate for registering their email address and receiving the EGM Notice and the e-voting instructions.
- 13) Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ Folio Number, Contact Number at cs@orianapower.com till 01.00 pm June 07, 2024. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- 14) Member may also send their query in writing to cs@orianapower.com on or before 01.00 pm June 07, 2024, mentioning their name, DP ID and Client ID/ Folio Number, Contact Number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting. The members can also post their questions during EGM through live chat-box, which is available in the VC/OAVM Facility.
- 15) Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company through email on cs@orianapower.com. The same will be replied by the Company suitably.

- 16) The Board of Directors has appointed Ms. Rubina Vohra, Proprietor of M/s Rubina Vohra & Associates, Practicing Company Secretaries (Membership No.-F9277) (CP no.10930) as the Scrutinizer to scrutinize e-voting process and EGM through VC /OAVM in a fair and transparent manner.
- 17) The results shall be declared within two working days from conclusion of the meeting. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at <https://www.orianapower.com/investors/> and the website of NSDL at www.evoting.nsdl.com immediately after the results are declared and will simultaneously be forwarded to National Stock Exchange of India Limited, where equity shares of the Company are listed and shall be displayed at the Registered Office of the Company.
- 18) The Instructions for e-voting and attending the EGM through VC/ OAVM are annexed to this Notice.

THE INFORMATION FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on **9:00 A.M. on Thursday, June 06, 2024** and will end on **5:00 P.M. on Saturday, June 08, 2024**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, June 03, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, June 08, 2024**.

THE INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:-

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:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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.
	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the EVoting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESF i.e. NSDL where the e-Voting is in progress.

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.

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.co.in or call at toll free no.: 1800 1020 990 and 1800224430
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 022- 23058738 or 022-23058542-43

A) Login Method for e-Voting 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 indemat 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 indemat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** thenyour user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with thecompany For example if folio number is 001*** and EVEN is 128586 thenuser ID is 101456001***

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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 Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 specimensignature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rassociatenoida@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care tokeep 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 onwww.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 orcall on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company 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.co.in 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE ASUNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not cast 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 in the EGM.
3. Members who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e- Voting system. Members may access by following the steps mentioned above **for Access to NSDL e- Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

Date: May 18, 2024

Place: New Delhi

For and on behalf of Oriana Power Limited

Sd/-

Tanvi Singh
Company Secretary
Membership No.: A69061

Explanatory statement pursuant to Section 102 of the Companies Act, 2013:

As required under Section 102(1) of the Companies Act, 2013, as amended (the “Act”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the following explanatory statement sets out all the material facts relating to the special business mentioned under Item No. 01, 02, 03, 04, 05 and 06 of the accompanying Notice dated May 18, 2024.

Item No. 1

The Company, in order to meet its growth objectives and to strengthen its financial position, may be required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company Presently, the Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 24,50,00,000/- (Rupees Twenty-Four Crore Fifty lakh Only) divided into 2,45,00,000 (Two Crore and Forty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each;

The Board at its Meeting held on Saturday, May 18, 2024, considered it desirable to increase the Authorized Share Capital of the Company to 24,50,00,000/- (Rupees Twenty-Four Crore Fifty lakh Only) divided into 24500000 (Two Crore and Forty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to accommodate the fresh issuance of the shares of the Company.

Consequent upon increase in authorized share capital as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company.

The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly.

None of the Directors or Key Managerial Personnel or Senior Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 1 of this Notice, except to the extent to their shareholding in the Company.

Item No 02:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of Equity Shares on a preferential basis to Non Promoters/Public Shareholders of the Company (“Proposed Allottees”) at a price of Rs. 1,820.00/- per Equity Share (“Issue Price”).

S.No	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Maximum No. of Equity Shares	Maximum Amount of Consideration (Amount in Rs.)
1.	POOJA KEDIA	Public	POOJA KEDIA	2,75,000	50,05,00,000
2.	OVATA EQUITY STRATEGIES MASTER FUND	Public	WENLAI JAMES CHEN	1,40,000	25,48,00,000
3.	CCV EMERGING OPPURTUNITIES FUND	Public	KULBHUSHAN PARASHAR	51,000	9,28,20,000
4.	DIVYASHRI RAVICHANDRAN	Public	DIVYASHRI RAVICHANDRAN	50,000	9,10,00,000
5.	RAKESH LAROIA	Public	RAKESH LAROIA	50,000	9,10,00,000
6.	VIBHA GUPTA	Public	VIBHA GUPTA	44,000	8,00,80,000

7.	SHISHIR RADHAKUMAR TEJPAL	Public	SHISHIR RADHAKUMAR TEJPAL	31,500	5,73,30,000
8.	AMIT GUPTA	Public	AMIT GUPTA	30,000	5,46,00,000
9.	AMIT KUMAR	Public	AMIT KUMAR	30,000	5,46,00,000
10.	FARHAT NEERAJ GUPTA	Public	FARHAT NEERAJ GUPTA	27,600	5,02,32,000
11.	PAWAN KUMAR GUPTA	Public	PAWAN KUMAR GUPTA	25,000	4,55,00,000
12.	ANSHU AHUJA	Public	ANSHU AHUJA	25,000	4,55,00,000
13.	DIVYA GUPTA	Public	DIVYA GUPTA	20,500	3,73,10,000
14.	ANJU SOMANI	Public	ANJU SOMANI	20,000	3,64,00,000
15.	KULBHUSHAN PARASHAR HUF	Public	KULBHUSHAN PARASHAR	18,700	3,40,34,000
16.	ANKUR TAYAL	Public	ANKUR TAYAL	15,000	2,73,00,000
17.	VIJINDER KUMAR GUPTA	Public	VIJINDER KUMAR GUPTA	14,000	2,54,80,000
18.	DUSHYANT SHISHIR TEJPAL	Public	DUSHYANT SHISHIR TEJPAL	13,500	2,45,70,000
19.	VICCO PRODUCTS (BOMBAY) PVT. LTD	Public	DEVESH SUMANT PENDHARKAR	12,450	2,26,59,000
20.	VICCO LABORATORIES (GOA)	Public	DEVESH SUMANT PENDHARKAR	12,450	2,26,59,000
21.	RAJESH GARG	Public	RAJESH GARG	12,000	2,18,40,000
22.	BEARBULL DISTRIBUTORS PVT. LTD.	Public	SANJAY KUMAR AGRAWAL	12,000	2,18,40,000
23.	DEEPANSHU GOEL	Public	DEEPANSHU GOEL	12,000	2,18,40,000
24.	SANDEEP SINGH	Public	SANDEEP SINGH	11,100	2,02,02,000
25.	SHIVANGI SHARMA	Public	SHIVANGI SHARMA	11,050	2,01,11,000
26.	ACINTYO INVESTMENT FUND PCC - CELL 1	Public	JATIN RASIKLAL MANSATA	11,000	2,00,20,000
27.	NEHA GUPTA	Public	NEHA GUPTA	10,000	1,82,00,000
28.	SAUMYA KOTHARI	Public	SAUMYA KOTHARI	9,000	1,63,80,000
29.	SHAKUNTLA GUPTA	Public	SHAKUNTLA GUPTA	8,000	1,45,60,000
30.	SANJAY MALHOTRA	Public	SANJAY MALHOTRA	8,000	1,45,60,000
31.	GAGAN KUMAR BANSAL HUF	Public	GAGAN KUMAR BANSAL	8,000	1,45,60,000
32.	SAURAB BINDAL	Public	SAURAB BINDAL	7,500	1,36,50,000
33.	ABHISHEK GUPTA	Public	ABHISHEK GUPTA	6,900	1,25,58,000
34.	PRITHISH GARG	Public	PRITHISH GARG	6,000	1,09,20,000
35.	RAMESH KUMAR GUPTA	Public	RAMESH KUMAR GUPTA	6,000	1,09,20,000
36.	MUKUL HEMANT DARDA	Public	MUKUL HEMANT DARDA	6,000	1,09,20,000
37.	RIT HITARTHBHAI DESAI	Public	RIT HITARTHBHAI DESAI	6,000	1,09,20,000
38.	YASH VARDHAN SINGH	Public	YASH VARDHAN SINGH	5,750	1,04,65,000

39.	HARRMIT DILLON	Public	HARRMIT DILLON	5,550	1,01,01,000
40.	GOPAL SHARMA	Public	GOPAL SHARMA	5,550	1,01,01,000
41.	VIBHOR JAIN	Public	VIBHOR JAIN	5,550	1,01,01,000
42.	ANIL KUMAR VEDA	Public	ANIL KUMAR VEDA	5,550	1,01,01,000
43.	MSN HOLDINGS LIMITED	Public	MANISH NUWAL	5,550	1,01,01,000
44.	VEERESH SHARANAPPA DEVARAMANI	Public	VEERESH SHARANAPPA DEVARAMANI	5,400	98,28,000
45.	ABHIMANYU MAHENDRA ARYA	Public	ABHIMANYU MAHENDRA ARYA	5,400	98,28,000
46.	ASHOK JAIN	Public	ASHOK JAIN	5,100	92,82,000
47.	MANU GUPTA	Public	MANU GUPTA	5,000	91,00,000
48.	ROOPA GARG	Public	ROOPA GARG	5,000	91,00,000
49.	RAVI NAVIN SHAH HUF	Public	RAVI NAVIN SHAH	5,000	91,00,000
50.	MAMTA SINGHAL	Public	MAMTA SINGHAL	5,000	91,00,000
51.	SWATI GOYAL	Public	SWATI GOYAL	5,000	91,00,000
52.	RITHU SATIYA	Public	RITHU SATIYA	5,000	91,00,000
53.	ANUPAMA TYAGI	Public	ANUPAMA TYAGI	4,800	87,36,000
54.	NAVEEN MENEZES	Public	NAVEEN MENEZES	4,500	81,90,000
55.	PRACHI JAIN	Public	PRACHI JAIN	4,500	81,90,000
56.	VARUN PRABHAKAR	Public	VARUN PRABHAKAR	4,200	76,44,000
57.	SAURABH GUPTA HUF	Public	SAURABH GUPTA	3,500	63,70,000
58.	D PRAKASH DEVI	Public	D PRAKASH DEVI	3,000	54,60,000
59.	BABU LAL BANSAL	Public	BABU LAL BANSAL	3,000	54,60,000
60.	SACHIN GARG	Public	SACHIN GARG	3,000	54,60,000
61.	DHARMENDRA SHARMA	Public	DHARMENDRA SHARMA	3,000	54,60,000
62.	JYOTI GUPTA	Public	JYOTI GUPTA	3,000	54,60,000
63.	VAIBHAV GARG	Public	VAIBHAV GARG	3,000	54,60,000
64.	NAMITHA LUNAWAT	Public	NAMITHA LUNAWAT	3,000	54,60,000
65.	RUCHI AGGARWAL	Public	RUCHI AGGARWAL	3,000	54,60,000
66.	PARITOSH SRIVASTAVA	Public	PARITOSH SRIVASTAVA	3,000	54,60,000
67.	HIREN VINAYCHANDRA MODI	Public	HIREN VINAYCHANDRA MODI	3,000	54,60,000
68.	CHIRAG SATIYA	Public	CHIRAG SATIYA	3,000	54,60,000
69.	KUSHAL BIOTECH PVT LTD	Public	MANU GUPTA	3,000	54,60,000
70.	NIKHIL RUNGTA	Public	NIKHIL RUNGTA	3,000	54,60,000
71.	SUNIL JAIN	Public	SUNIL JAIN	3,000	54,60,000
72.	RITIKA	Public	RITIKA	3,000	54,60,000
73.	HANSA DEVI	Public	HANSA DEVI	3,000	54,60,000
74.	SUDHIR KUMAR	Public	SUDHIR KUMAR	2,850	51,87,000
75.	JASMEET SINGH BUDHIRAJA	Public	JASMEET SINGH BUDHIRAJA	2,850	51,87,000

76.	GAURAV AGGARWAL	Public	GAURAV AGGARWAL	2,850	51,87,000
77.	KRISHAN SETHI	Public	KRISHAN SETHI	2,850	51,87,000
78.	KUNAL HANDU	Public	KUNAL HANDU	2,850	51,87,000
79.	KANISHKA TYAGI	Public	KANISHKA TYAGI	2,850	51,87,000
80.	RISHI GUPTA	Public	RISHI GUPTA	2,850	51,87,000
81.	SAMIR AGARWAL HUF	Public	SAMIR AGARWAL	2,850	51,87,000
82.	AARTI AGARWAL	Public	AARTI AGARWAL	2,850	51,87,000
83.	KHYATI ANAND PATEL	Public	KHYATI ANAND PATEL	2,747	49,99,540
84.	KRITARTH RAMESHBHAI PATEL	Public	KRITARTH RAMESHBHAI PATEL	2,700	49,14,000
85.	PREM PARKASH GUPTA HUF	Public	PREM PARKASH GUPTA	2,700	49,14,000
86.	GITA GUPTA	Public	GITA GUPTA	2,700	49,14,000
87.	URMI SHISHIR TEJPAL	Public	URMI SHISHIR TEJPAL	2,400	43,68,000
88.	ANKITA	Public	ANKITA	2,250	40,95,000
89.	RENU JAIN	Public	RENU JAIN	2,250	40,95,000
90.	AMIT KUMAR GOYAL	Public	AMIT KUMAR GOYAL	2,100	38,22,000
91.	DINESH BABU CHANDRASEKAR	Public	DINESH BABU CHANDRASEKAR	1,650	30,03,000
92.	JITESH KISHOR NARANG	Public	JITESH KISHOR NARANG	1,500	27,30,000
93.	AMEYA PIMPALGAONKAR	Public	AMEYA PIMPALGAONKAR	1,500	27,30,000
94.	MONA BANSAL	Public	MONA BANSAL	1,500	27,30,000
95.	RITA TEWARI	Public	RITA TEWARI	1,500	27,30,000
96.	AJIT FERNANDES	Public	AJIT FERNANDES	1,500	27,30,000
97.	RICHA GUPTA	Public	RICHA GUPTA	1,500	27,30,000
98.	JAGDISH KUMAR PRAJAPAT	Public	JAGDISH KUMAR PRAJAPAT	1,500	27,30,000
99.	MURARILAL BANSILAL AGRAWAL	Public	MURARILAL BANSILAL AGRAWAL	1,400	25,48,000
100.	MANJU DEVI JAIN	Public	MANJU DEVI JAIN	1,400	25,48,000
101.	RAJESH H SETHIA	Public	RAJESH H SETHIA	1,400	25,48,000
102.	ARNAV VIRMANI	Public	ARNAV VIRMANI	1,350	24,57,000
103.	NALIN GANJU	Public	NALIN GANJU	1,350	24,57,000
104.	GAGANDEEP SINGH	Public	GAGANDEEP SINGH	1,350	24,57,000
105.	SUSHANT SACHDEVA	Public	SUSHANT SACHDEVA	1,350	24,57,000
106.	AJAY KUMAR GUPTA	Public	AJAY KUMAR GUPTA	1,350	24,57,000
107.	MITHUN PRAKASH NIMJE	Public	MITHUN PRAKASH NIMJE	1,350	24,57,000
108.	LAKHBIR SINGH	Public	LAKHBIR SINGH	1,350	24,57,000
109.	DEEPAK GUGNANI	Public	DEEPAK GUGNANI	1,350	24,57,000

110.	POOJA DAYALDAS KHEMANI	Public	POOJA DAYALDAS KHEMANI	1,350	24,57,000
111.	VINEET RAJESH GUPTA	Public	VINEET RAJESH GUPTA	1,350	24,57,000
112.	ABHISHEK ANAND	Public	ABHISHEK ANAND	1,350	24,57,000
113.	SWATI SAXENA	Public	SWATI SAXENA	1,350	24,57,000
114.	AJIT KUMAR GUPTA	Public	AJIT KUMAR GUPTA	1,350	24,57,000
115.	VARUN BHARTI	Public	VARUN BHARTI	1,350	24,57,000
116.	RAHUL SEHGAL	Public	RAHUL SEHGAL	1,350	24,57,000
117.	SANDIP NANDLAL CHANDAK	Public	SANDIP NANDLAL CHANDAK	1,350	24,57,000
118.	KULDEEP SINGH	Public	KULDEEP SINGH	1,350	24,57,000
119.	URVI TRIVEDI	Public	URVI TRIVEDI	1,350	24,57,000
120.	YASHIKA GIANCHANDANI	Public	YASHIKA GIANCHANDANI	1,350	24,57,000
121.	RAMABEN SHIVANI	Public	RAMABEN SHIVANI	1,350	24,57,000
122.	RADHA AJAY DHRUV	Public	RADHA AJAY DHRUV	1,350	24,57,000
123.	KIRTI DEEP	Public	KIRTI DEEP	1,350	24,57,000
124.	ANIL KUMAR GUPTA	Public	ANIL KUMAR GUPTA	1,350	24,57,000
125.	ANIL NARAYANDAS CHANDAK	Public	ANIL NARAYANDAS CHANDAK	1,350	24,57,000
126.	REKHA BAGRODIA	Public	REKHA BAGRODIA	1,350	24,57,000
127.	SAVITA SAWLANI	Public	SAVITA SAWLANI	1,350	24,57,000
128.	RAVI JETHANI	Public	RAVI JETHANI	1,350	24,57,000
129.	RASHMI SAHASRABHOJANEE	Public	RASHMI SAHASRABHOJANEE	1,350	24,57,000
130.	UJWALA RAJEEV LANJEWAR	Public	UJWALA RAJEEV LANJEWAR	1,350	24,57,000
131.	MADHAVKRISHNA SINGHANIA	Public	MADHAVKRISHNA SINGHANIA	1,350	24,57,000
132.	RAGHAVPAT SINGHANIA	Public	RAGHAVPAT SINGHANIA	1,350	24,57,000
133.	ANKIT GUPTA	Public	ANKIT GUPTA	1,350	24,57,000
134.	NISHIT WALI	Public	NISHIT WALI	1,350	24,57,000
135.	RAMAN SHARMA	Public	RAMAN SHARMA	1,350	24,57,000
136.	DEEPANSHU AGGARWAL	Public	DEEPANSHU AGGARWAL	1,350	24,57,000
137.	KUSHAGRA SINGH	Public	KUSHAGRA SINGH	1,350	24,57,000
138.	SRIVIDYA CHAPPARAM	Public	SRIVIDYA CHAPPARAM	1,200	21,84,000
139.	EKTA BIJOYKUMAR MORE	Public	EKTA BIJOYKUMAR MORE	1,200	21,84,000
140.	PADMAVATHI PADALA	Public	PADMAVATHI PADALA	1,200	21,84,000
141.	KHUSHIE KULCHANDANI	Public	KHUSHIE KULCHANDANI	1,200	21,84,000
142.	RIYA MANOJ KULCHANDANI	Public	RIYA MANOJ KULCHANDANI	1,200	21,84,000
143.	CHINTAN SHAH HUF	Public	CHINTAN SHAH	1,200	21,84,000

144.	RUSHIN SHAH	Public	RUSHIN SHAH	1,200	21,84,000
145.	RUSHIN SHAH HUF	Public	RUSHIN SHAH	1,200	21,84,000
146.	AARTHI RAMASUBRAMANIAN	Public	AARTHI RAMASUBRAMANIAN	1,200	21,84,000
147.	SUNITA KALRA	Public	SUNITA KALRA	1,200	21,84,000
148.	AJAY PITAMBER SHARMA	Public	AJAY PITAMBER SHARMA	1,050	19,11,000
149.	RICHA GOSWAMI	Public	RICHA GOSWAMI	1,050	19,11,000
150.	SMITA KALPESH SHAH	Public	SMITA KALPESH SHAH	1,000	18,20,000
151.	VIVEK PRAKASH SINGH	Public	VIVEK PRAKASH SINGH	1,003	18,25,460
152.	PRATEEK JAIN	Public	PRATEEK JAIN	900	16,38,000
153.	KARAN HARISHKUMAR MAIDASANI	Public	KARAN HARISHKUMAR MAIDASANI	800	14,56,000
154.	ISH MITRA BHANOT	Public	ISH MITRA BHANOT	750	13,65,000
155.	NABA KRUSHNA DASH	Public	NABA KRUSHNA DASH	600	10,92,000
156.	BHUVANESWARI SHANMUGANATHAN	Public	BHUVANESWARI SHANMUGANATHAN	600	10,92,000
157.	ATUL GATTANI	Public	ATUL GATTANI	600	10,92,000
158.	JAYESH ANIL SAWANT	Public	JAYESH ANIL SAWANT	600	10,92,000
159.	SAMEER PRANUBHAI JOSHI HUF	Public	SAMEER PRANUBHAI JOSHI	600	10,92,000
160.	MANTHAN DIPAK KANANI	Public	MANTHAN DIPAK KANANI	600	10,92,000
161.	DARSHAN SANJAYBHAI MEHTA	Public	DARSHAN SANJAYBHAI MEHTA	600	10,92,000
162.	DIWANSHU MARWAL	Public	DIWANSHU MARWAL	600	10,92,000

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Promoters and/or Promoter Group of the Company, therefore recommendation under Regulation 166A is not required.

It may be noted that;

- All equity shares of the Company are already made fully paid up as on date. Further, all new equity shares to be allotted shall be fully paid up at the time of the allotment;
- Proposed Allottees hold Equity shares in the Company as follows:

Sr. No.	Name of the Allottee	Category	Pre-Preferential Holding	%
1.	KULBHUSHAN PARASHAR HUF	Public	1,50,000	0.78%
2.	AMIT KUMAR	Public	22,300	0.12%
3.	AMEYA PIMPALGAONKAR	Public	4,500	0.02%
4.	SHISHIR RADHAKUMAR TEJPAL	Public	3,000	0.02%
5.	AJIT FERNANDES	Public	1,350	0.01%
6.	DUSHYANT SHISHIR TEJPAL	Public	900	0.00%
7.	AJAY PITAMBER SHARMA	Public	900	0.00%

8.	YASH VARDHAN SINGH	Public	900	0.00%
9.	HARRMIT DILLON	Public	600	0.00%
10.	KRITARTH RAMESHBHAI PATEL	Public	600	0.00%
11.	NIKHIL RUNGTA	Public	450	0.00%
12.	RIT HITARTHBHAI DESAI	Public	600	0.00%
13.	PARITOSH SRIVASTAVA	Public	300	0.00%
14.	URMI SHISHIR TEJPAL	Public	300	0.00%
15.	JITESH KISHOR NARANG	Public	300	0.00%
16.	ARNAV VIRMANI	Public	300	0.00%
17.	AARTHI RAMASUBRAMANIAN	Public	150	0.00%
	Total		1,87,450	0.98%

* % is calculated on the basis of Total listed equity shares of the company i.e., 1,91,82,600 Equity Shares having Face Value of Rs. 10 each. Further, the above shareholding information is extracted from the BENPOS dated Friday, May 17, 2024.

- The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
- The Company has obtained the Permanent Account Numbers of the proposed allottees.
- The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 Trading days preceding the relevant date.

Necessary information / disclosures in respect of the proposed Preferential Issue in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

1. Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors at its meeting held on May 18, 2024 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue upto 13,50,000 (Thirteen Lakh Fifty Thousand) equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs 1,820.00 /- (Rupees One Thousand Eight Hundred and Twenty Only) each payable in cash aggregating upto Rs. 245,70,00,000/- (Rupees Two Hundred Forty Five Crore and Seventy Lakh Only) to the Investors, for cash consideration, by way of a preferential issue on a private placement basis.

2. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

Upto 13,38,950 (Thirteen Lakh Thirty-Eight Thousand Nine Hundred Fifty) equity shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs 1,820.00/- (Rupees One Thousand Eight Hundred and Twenty Only) (including premium of Rs 1,810.00/-) payable in cash being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating to not exceeding Rs. 2,43,68,89,000/- (Rupees Two Hundred Forty Three Crore and Sixty Eight Lakh Eighty Nine Thousand only)

3. Object(s) of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (the "Issue Proceeds") towards the following objects:

S. No.	Particulars of the Object	Amount (in Rs. Lakhs)
1.	Working Capital Requirements of the Company	7,500.00
2.	Investment in Subsidiaries	12,500.00
3.	General Corporate Purposes*	[-]

1. Funding of working capital requirements 7,500 Lakh

We propose to utilise Rs. 7,500 Lakh from the Issue Proceeds to fund working capital requirements of our Company. We fund most of our working capital requirements in the ordinary course of our business from our internal accruals and financing from various banks. This will ensure sufficient liquidity for day-to-day operations and business activities, this fund raising will help company to fulfil its working capital requirements;

2. Investment In Subsidiary Companies - Rs. 12,500 Lakh

The Company is in the business of development of Solar power Projects. The Company incorporates Special Purpose vehicle (SPV) in the form of subsidiary, for the development of the various projects awarded by the various authorities.

As per the Requirement of the Authority awarding the work, the company has to form the SPV and develop the Project in the SPV. The company has provided Rs. 12,500 Lakh for the purpose of investment in the new subsidiary companies to be incorporated for the development of any project awarded to the company in future.

Detail of Project Implementation Timeline and Fund Utilization Breakdown:-

S. No.	Capacity	Project Type	Project Stage	Fund utilisation timelines	Fund utilization (in Rs. Lakhs)
1	70000 Kwp	Ground Mount	LOI received & PPA Signed	August-2024	6,500.00
2	60000 Kwp	Ground Mount	LOI received	September-2024	5,500.00
3	5000 Kwp	Ground Mount	Pipeline	December-2024	500.00
					12,500.00

3. General Corporate Expenses

Our management, in accordance with the policies of our Board, will deploy ₹ [•] Cr from Net Proceeds towards the general corporate expenses to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in utilizing the remaining Proceeds not exceeding 25% of the amount raised by our Company through this Issue, for general corporate purpose including but not restricted to, meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which our Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act and other acts, regulations, circulars as may be applicable on our company.

Schedule of Implementation

Given that the funds to be received against the allotment of equity shares, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

S.No	Particulars	Total estimated amount to be utilised for each of the Objects (In Rs. Lakhs)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
i.	Working Capital Requirement of the company	7,500.00	December, 2024
ii.	Investment in Solar Projects	12,500.00	December, 2024
iii.	General Corporate Purposes	[•]	December, 2024

4. Monitoring of utilisation of funds

- a) Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CRISIL Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“Monitoring Agency”).

- b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

5. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares are listed on Stock Exchange i.e. National Stock Exchange of India Limited (“NSE”) and are frequently traded in accordance with regulation 164 of the SEBI (ICDR) Regulations, 2018. For the purpose of computation of the price per Equity Share, National Stock Exchange of India Limited (“NSE”), being the stock exchange with higher trading volumes in respect of the shares of the company, during the preceding (90) ninety trading days prior to Relevant Date i.e. Friday, May 10, 2024, has been considered. The floor price of Rs. 1,816.13/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations.

The price per Equity Share has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations, which shall be higher of:

- a. The 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date which is Rs 1816.13 per equity share; or
- b. The 90 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date which is Rs 939.03 per equity share; or
- c. The price determined by the valuation report as required under Clause 20 of Articles of Association of the company, issued by Axiology Valuetech Private Limited, Registered Valuer Entity (IBBI Registration No. IBBI/RV-E/05/2023/201): Rs. 1,816.13 per equity share.

6. Amount which the Company intends to raise by way of such securities/ size of the issue:

The Company intends to raise up to a maximum of Rs. 2,43,68,89,000/- (Rupees Two Hundred Forty three Crore and Sixty Eight Lakh Eighty Nine Thousand only) by way of issuance of up to fully paid up Equity Shares.

7. Issue Price:

The Company proposes to offer, issue and allot upto 13,38,950 (Thirteen Lakh Thirty-Eight Thousand Nine Hundred Fifty) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 1820.00 (Rupees One Thousand Eight Hundred and Twenty Only) (including a premium of Rs. 1810.00/- each) per Equity Share, which is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations. Please refer to Point No. 5 in respect of the basis of determining the price of the Preferential Issue.

8. Relevant Date:

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is Friday May 10, 2024 i.e., being the working day immediately preceding the date that is 30 days prior to the date of the Extraordinary General Meeting i.e Sunday, June 09,2024.

9. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue.

None of the Promoters /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the Equity Shares pursuant to the aforementioned preferential issue. Further, no contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of the objects.

10. The Class or Classes of persons to whom the allotment is proposed to be made.

The Equity Shares shall be issued and allotted to the investors as detailed herein below. The Company has obtained the PAN of all the Proposed Allottees:

S.No	Name of the Proposed Allottees	Category	No. of Equity Shares
1.	POOJA KEDIA	Public	2,75,000
2.	OVATA EQUITY STRATEGIES MASTER FUND	Public	1,40,000
3.	CCV EMERGING OPPURTUNITIES FUND	Public	51,000
4.	DIVYASHRI RAVICHANDRAN	Public	50,000
5.	RAKESH LAROIA	Public	50,000
6.	VIBHA GUPTA	Public	44,000
7.	SHISHIR RADHAKUMAR TEJPAL	Public	31,500
8.	AMIT GUPTA	Public	30,000
9.	AMIT KUMAR	Public	30,000
10.	FARHAT NEERAJ GUPTA	Public	27,600
11.	PAWAN KUMAR GUPTA	Public	25,000
12.	ANSHU AHUJA	Public	25,000
13.	DIVYA GUPTA	Public	20,500
14.	ANJU SOMANI	Public	20,000
15.	KULBHUSHAN PARASHAR HUF	Public	18,700
16.	ANKUR TAYAL	Public	15,000
17.	VIJINDER KUMAR GUPTA	Public	14,000
18.	DUSHYANT SHISHIR TEJPAL	Public	13,500
19.	VICCO PRODUCTS (BOMBAY) PVT. LTD	Public	12,450
20.	VICCO LABORATORIES (GOA)	Public	12,450
21.	RAJESH GARG	Public	12,000
22.	BEARBULL DISTRIBUTORS PVT. LTD.	Public	12,000
23.	DEEPANSHU GOEL	Public	12,000
24.	SANDEEP SINGH	Public	11,100
25.	SHIVANGI SHARMA	Public	11,050
26.	ACINTYO INVESTMENT FUND PCC - CELL 1	Public	11,000
27.	NEHA GUPTA	Public	10,000
28.	SAUMYA KOTHARI	Public	9,000
29.	SHAKUNTLA GUPTA	Public	8,000
30.	SANJAY MALHOTRA	Public	8,000
31.	GAGAN KUMAR BANSAL HUF	Public	8,000
32.	SAURAB BINDAL	Public	7,500
33.	ABHISHEK GUPTA	Public	6,900
34.	PRITHISH GARG	Public	6,000
35.	RAMESH KUMAR GUPTA	Public	6,000
36.	MUKUL HEMANT DARDA	Public	6,000
37.	RIT HITARTHBHAI DESAI	Public	6,000
38.	YASH VARDHAN SINGH	Public	5,750
39.	HARRMIT DILLON	Public	5,550
40.	GOPAL SHARMA	Public	5,550
41.	VIBHOR JAIN	Public	5,550
42.	ANIL KUMAR VEDA	Public	5,550
43.	MSN HOLDINGS LIMITED	Public	5,550
44.	VEERESH SHARANAPPA DEVARAMANI	Public	5,400
45.	ABHIMANYU MAHENDRA ARYA	Public	5,400
46.	ASHOK JAIN	Public	5,100
47.	MANU GUPTA	Public	5,000
48.	ROOPA GARG	Public	5,000
49.	RAVI NAVIN SHAH HUF	Public	5,000
50.	MAMTA SINGHAL	Public	5,000
51.	SWATI GOYAL	Public	5,000
52.	RITHU SATIYA	Public	5,000
53.	ANUPAMA TYAGI	Public	4,800
54.	NAVEEN MENEZES	Public	4,500
55.	PRACHI JAIN	Public	4,500
56.	VARUN PRABHAKAR	Public	4,200
57.	SAURABH GUPTA HUF	Public	3,500

58.	D PRAKASH DEVI	Public	3,000
59.	BABU LAL BANSAL	Public	3,000
60.	SACHIN GARG	Public	3,000
61.	DHARMENDRA SHARMA	Public	3,000
62.	JYOTI GUPTA	Public	3,000
63.	VAIBHAV GARG	Public	3,000
64.	NAMITHA LUNAWAT	Public	3,000
65.	RUCHI AGGARWAL	Public	3,000
66.	PARITOSH SRIVASTAVA	Public	3,000
67.	HIREN VINAYCHANDRA MODI	Public	3,000
68.	CHIRAG SATIYA	Public	3,000
69.	KUSHAL BIOTECH PVT LTD	Public	3,000
70.	NIKHIL RUNGTA	Public	3,000
71.	SUNIL JAIN	Public	3,000
72.	RITIKA	Public	3,000
73.	HANSA DEVI	Public	3,000
74.	SUDHIR KUMAR	Public	2,850
75.	JASMEET SINGH BUDHIRAJA	Public	2,850
76.	GAURAV AGGARWAL	Public	2,850
77.	KRISHAN SETHI	Public	2,850
78.	KUNAL HANDU	Public	2,850
79.	KANISHKA TYAGI	Public	2,850
80.	RISHI GUPTA	Public	2,850
81.	SAMIR AGARWAL HUF	Public	2,850
82.	AARTI AGARWAL	Public	2,850
83.	KHYATI ANAND PATEL	Public	2,747
84.	KRITARTH RAMESHBHAI PATEL	Public	2,700
85.	PREM PARKASH GUPTA HUF	Public	2,700
86.	GITA GUPTA	Public	2,700
87.	URMI SHISHIR TEJPAL	Public	2,400
88.	ANKITA	Public	2,250
89.	RENU JAIN	Public	2,250
90.	AMIT KUMAR GOYAL	Public	2,100
91.	DINESH BABU CHANDRASEKAR	Public	1,650
92.	JITESH KISHOR NARANG	Public	1,500
93.	AMEYA PIMPALGAONKAR	Public	1,500
94.	MONA BANSAL	Public	1,500
95.	RITA TEWARI	Public	1,500
96.	AJIT FERNANDES	Public	1,500
97.	RICHA GUPTA	Public	1,500
98.	JAGDISH KUMAR PRAJAPAT	Public	1,500
99.	MURARILAL BANSILAL AGRAWAL	Public	1,400
100.	MANJU DEVI JAIN	Public	1,400
101.	RAJESH H SETHIA	Public	1,400
102.	ARNAV VIRMANI	Public	1,350
103.	NALIN GANJU	Public	1,350
104.	GAGANDEEP SINGH	Public	1,350
105.	SUSHANT SACHDEVA	Public	1,350
106.	AJAY KUMAR GUPTA	Public	1,350
107.	MITHUN PRAKASH NIMJE	Public	1,350
108.	LAKHBIR SINGH	Public	1,350
109.	DEEPAK GUGNANI	Public	1,350
110.	POOJA DAYALDAS KHEMANI	Public	1,350
111.	VINEET RAJESH GUPTA	Public	1,350
112.	ABHISHEK ANAND	Public	1,350
113.	SWATI SAXENA	Public	1,350
114.	AJIT KUMAR GUPTA	Public	1,350
115.	VARUN BHARTI	Public	1,350

116.	RAHUL SEHGAL	Public	1,350
117.	SANDIP NANDLAL CHANDAK	Public	1,350
118.	KULDEEP SINGH	Public	1,350
119.	URVI TRIVEDI	Public	1,350
120.	YASHIKA GIANCHANDANI	Public	1,350
121.	RAMABEN SHIVANI	Public	1,350
122.	RADHA AJAY DHURV	Public	1,350
123.	KIRTI DEEP	Public	1,350
124.	ANIL KUMAR GUPTA	Public	1,350
125.	ANIL NARAYANDAS CHANDAK	Public	1,350
126.	REKHA BAGRODIA	Public	1,350
127.	SAVITA SAWLANI	Public	1,350
128.	RAVI JETHANI	Public	1,350
129.	RASHMI SAHASRABHOJANEE	Public	1,350
130.	UJWALA RAJEEV LANJEWAR	Public	1,350
131.	MADHAVKRISHNA SINGHANIA	Public	1,350
132.	RAGHAVPAT SINGHANIA	Public	1,350
133.	ANKIT GUPTA	Public	1,350
134.	NISHIT WALI	Public	1,350
135.	RAMAN SHARMA	Public	1,350
136.	DEEPANSHU AGGARWAL	Public	1,350
137.	KUSHAGRA SINGH	Public	1,350
138.	SRIVIDYA CHAPPARAM	Public	1,200
139.	EKTA BIJOYKUMAR MORE	Public	1,200
140.	PADMAVATHI PADALA	Public	1,200
141.	KHUSHIE KULCHANDANI	Public	1,200
142.	RIYA MANOJ KULCHANDANI	Public	1,200
143.	CHINTAN SHAH HUF	Public	1,200
144.	RUSHIN SHAH	Public	1,200
145.	RUSHIN SHAH HUF	Public	1,200
146.	AARTHI RAMASUBRAMANIAN	Public	1,200
147.	SUNITA KALRA	Public	1,200
148.	AJAY PITAMBER SHARMA	Public	1,050
149.	RICHA GOSWAMI	Public	1,050
150.	SMITA KALPESH SHAH	Public	1,000
151.	VIVEK PRAKASH SINGH	Public	1,003
152.	PRATEEK JAIN	Public	900
153.	KARAN HARISHKUMAR MAIDASANI	Public	800
154.	ISH MITRA BHANOT	Public	750
155.	NABA KRUSHNA DASH	Public	600
156.	BHUVANESWARI SHANMUGANATHAN	Public	600
157.	ATUL GATTANI	Public	600
158.	JAYESH ANIL SAWANT	Public	600
159.	SAMEER PRANUBHAI JOSHI HUF	Public	600
160.	MANTHAN DIPAK KANANI	Public	600
161.	DARSHAN SANJAYBHAI MEHTA	Public	600
162.	DIWANSHU MARWAL	Public	600
Total			13,38,950

11. Proposed time frame within which the preferential issue shall be completed:

As required under Chapter V of the SEBI ICDR Regulations, the Company shall complete the allotment of Subscription Shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the shareholders granting consent for preferential issue or in the event allotment of Subscription Shares would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s), as the case may be.

12. Principal terms of assets charged as securities

Not applicable.

13. Shareholding Pattern of the Company before and after the Preferential Issue:

Please refer Annexure - A to this notice for details.

14. Name and address of valuer who performed valuation:

The valuation was performed by Axiology Valuetech Private Limited, a Registered Valuer (IBBI Registration No. IBBI/RV-E/05/2023/201) having its registered office at F-58, Lower Ground Floor, Front Half-B Kalkaji, Kalkaji, South Delhi, New Delhi, Delhi, India, 110019. The said report is available at the website of the company, link of the same is <https://orianapower.com/investors/>

15. Lock-in Period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.

16. Identity of the natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control the proposed allottees:

The names of the Proposed Allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them:

Sr. No.	Name of the Proposed Allottee	Pre-Preferential Holding		No. of Equity shares to be allotted	Post-Preferential Holding		Ultimate Beneficial Owner
		No. of Shares	% of Holding		No. of Shares	% of Holding	
1.	POOJA KEDIA	-	0.00%	2,75,000	2,75,000	1.34%	POOJA KEDIA
2.	OVATA EQUITY STRATEGIES MASTER FUND	-	0.00%	1,40,000	1,40,000	0.68%	WENLAI JAMES CHEN
3.	CCV EMERGING OPPURTUNITIES FUND	-	0.00%	51,000	51,000	0.25%	KULBHUSHAN PARASHAR
4.	DIVYASHRI RAVICHANDRAN	-	0.00%	50,000	50,000	0.24%	DIVYASHRI RAVICHANDRAN
5.	RAKESH LAROIA	-	0.00%	50,000	50,000	0.24%	RAKESH LAROIA
6.	VIBHA GUPTA	-	0.00%	44,000	44,000	0.21%	VIBHA GUPTA
7.	SHISHIR RADHAKUMAR TEJPAL	3,000	0.02%	31,500	34,500	0.17%	SHISHIR RADHAKUMAR TEJPAL
8.	AMIT GUPTA	-	0.00%	30,000	30,000	0.15%	AMIT GUPTA
9.	AMIT KUMAR	22,300	0.12%	30,000	52,300	0.25%	AMIT KUMAR
10.	FARHAT NEERAJ GUPTA	-	0.00%	27,600	27,600	0.13%	FARHAT NEERAJ GUPTA
11.	PAWAN KUMAR GUPTA	-	0.00%	25,000	25,000	0.12%	PAWAN KUMAR GUPTA
12.	ANSHU AHUJA	-	0.00%	25,000	25,000	0.12%	ANSHU AHUJA
13.	DIVYA GUPTA	-	0.00%	20,500	20,500	0.10%	DIVYA GUPTA
14.	ANJU SOMANI	-	0.00%	20,000	20,000	0.10%	ANJU SOMANI
15.	KULBHUSHAN PARASHAR HUF	1,50,000	0.78%	18,700	1,68,700	0.82%	KULBHUSHAN PARASHAR
16.	ANKUR TAYAL	-	0.00%	15,000	15,000	0.07%	ANKUR TAYAL
17.	VIJINDER KUMAR GUPTA	-	0.00%	14,000	14,000	0.07%	VIJINDER KUMAR GUPTA
18.	DUSHYANT SHISHIR TEJPAL	900	0.00%	13,500	14,400	0.07%	DUSHYANT SHISHIR TEJPAL

19.	VICCO PRODUCTS (BOMBAY) PVT. LTD	-	0.00%	12,450	12,450	0.06%	DEVESH SUMANT PENDHARKAR
20.	VICCO LABORATORIES (GOA)	-	0.00%	12,450	12,450	0.06%	DEVESH SUMANT PENDHARKAR
21.	RAJESH GARG	-	0.00%	12,000	12,000	0.06%	RAJESH GARG
22.	BEARBULL DISTRIBUTORS PVT. LTD.	-	0.00%	12,000	12,000	0.06%	SANJAY KUMAR AGRAWAL
23.	DEEPANSHU GOEL	-	0.00%	12,000	12,000	0.06%	DEEPANSHU GOEL
24.	SANDEEP SINGH	-	0.00%	11,100	11,100	0.05%	SANDEEP SINGH
25.	SHIVANGI SHARMA	-	0.00%	11,050	11,050	0.05%	SHIVANGI SHARMA
26.	ACINTYO INVESTMENT FUND PCC - CELL 1	-	0.00%	11,000	11,000	0.05%	JATIN RASIKLAL MANSATA
27.	NEHA GUPTA	-	0.00%	10,000	10,000	0.05%	NEHA GUPTA
28.	SAUMYA KOTHARI	-	0.00%	9,000	9,000	0.04%	SAUMYA KOTHARI
29.	SHAKUNTLA GUPTA	-	0.00%	8,000	8,000	0.04%	SHAKUNTLA GUPTA
30.	SANJAY MALHOTRA	-	0.00%	8,000	8,000	0.04%	SANJAY MALHOTRA
31.	GAGAN KUMAR BANSAL HUF	-	0.00%	8,000	8,000	0.04%	GAGAN KUMAR BANSAL
32.	SAURAB BINDAL	-	0.00%	7,500	7,500	0.04%	SAURAB BINDAL
33.	ABHISHEK GUPTA	-	0.00%	6,900	6,900	0.03%	ABHISHEK GUPTA
34.	PRITHISH GARG	-	0.00%	6,000	6,000	0.03%	PRITHISH GARG
35.	RAMESH KUMAR GUPTA	-	0.00%	6,000	6,000	0.03%	RAMESH KUMAR GUPTA
36.	MUKUL HEMANT DARDA	-	0.00%	6,000	6,000	0.03%	MUKUL HEMANT DARDA
37.	RIT HITARTHBHAI DESAI	600	0.00%	6,000	6,600	0.03%	RIT HITARTHBHAI DESAI
38.	YASH VARDHAN SINGH*	900	0.00%	5,750	6,650	0.03%	YASH VARDHAN SINGH
39.	HARRMIT DILLON	600	0.00%	5,550	6,150	0.03%	HARRMIT DILLON
40.	GOPAL SHARMA	-	0.00%	5,550	5,550	0.03%	GOPAL SHARMA
41.	VIBHOR JAIN	-	0.00%	5,550	5,550	0.03%	VIBHOR JAIN
42.	ANIL KUMAR VEDA	-	0.00%	5,550	5,550	0.03%	ANIL KUMAR VEDA
43.	MSN HOLDINGS LIMITED	-	0.00%	5,550	5,550	0.03%	MANISH NUWAL
44.	VEERESH SHARANAPPA DEVARMANI	-	0.00%	5,400	5,400	0.03%	VEERESH SHARANAPPA DEVARMANI
45.	ABHIMANYU ARYA	-	0.00%	5,400	5,400	0.03%	ABHIMANYU MAHENDRA ARYA
46.	ASHOK JAIN	-	0.00%	5,100	5,100	0.02%	ASHOK JAIN
47.	MANU GUPTA	-	0.00%	5,000	5,000	0.02%	MANU GUPTA
48.	ROOPA GARG	-	0.00%	5,000	5,000	0.02%	ROOPA GARG
49.	RAVI NAVIN SHAH HUF	-	0.00%	5,000	5,000	0.02%	RAVI NAVIN SHAH
50.	MAMTA SINGHAL	-	0.00%	5,000	5,000	0.02%	MAMTA SINGHAL
51.	SWATI GOYAL	-	0.00%	5,000	5,000	0.02%	SWATI GOYAL
52.	RITHU SATIYA	-	0.00%	5,000	5,000	0.02%	RITHU SATIYA
53.	ANUPAMA TYAGI	-	0.00%	4,800	4,800	0.02%	ANUPAMA TYAGI
54.	NAVEEN MENEZES	-	0.00%	4,500	4,500	0.02%	NAVEEN MENEZES
55.	PRACHI JAIN	-	0.00%	4,500	4,500	0.02%	PRACHI JAIN
56.	VARUN PRABHAKAR	-	0.00%	4,200	4,200	0.02%	VARUN PRABHAKAR
57.	SAURABH GUPTA HUF	-	0.00%	3,500	3,500	0.02%	SAURABH GUPTA
58.	D PRAKASH DEVI	-	0.00%	3,000	3,000	0.01%	D PRAKASH DEVI

59.	BABU LAL BANSAL	-	0.00%	3,000	3,000	0.01%	BABU LAL BANSAL
60.	SACHIN GARG	-	0.00%	3,000	3,000	0.01%	SACHIN GARG
61.	DHARMENDRA SHARMA	-	0.00%	3,000	3,000	0.01%	DHARMENDRA SHARMA
62.	JYOTI GUPTA	-	0.00%	3,000	3,000	0.01%	JYOTI GUPTA
63.	VAIBHAV GARG	-	0.00%	3,000	3,000	0.01%	VAIBHAV GARG
64.	NAMITHA LUNAWAT	-	0.00%	3,000	3,000	0.01%	NAMITHA LUNAWAT
65.	RUCHI AGGARWAL	-	0.00%	3,000	3,000	0.01%	RUCHI AGGARWAL
66.	PARITOSH SRIVASTAVA	300	0.00%	3,000	3,300	0.02%	PARITOSH SRIVASTAVA
67.	HIREN VINAYCHANDRA MODI	-	0.00%	3,000	3,000	0.01%	HIREN VINAYCHANDRA MODI
68.	CHIRAG SATIYA	-	0.00%	3,000	3,000	0.01%	CHIRAG SATIYA
69.	KUSHAL BIOTECH PVT LTD	-	0.00%	3,000	3,000	0.01%	MANU GUPTA
70.	NIKHIL RUNGTA	450	0.00%	3,000	3,450	0.02%	NIKHIL RUNGTA
71.	SUNIL JAIN	-	0.00%	3,000	3,000	0.01%	SUNIL JAIN
72.	RITIKA	-	0.00%	3,000	3,000	0.01%	RITIKA
73.	HANSA DEVI	-	0.00%	3,000	3,000	0.01%	HANSA DEVI
74.	SUDHIR KUMAR	-	0.00%	2,850	2,850	0.01%	SUDHIR KUMAR
75.	JASMEET SINGH BUDHIRAJA	-	0.00%	2,850	2,850	0.01%	JASMEET SINGH BUDHIRAJA
76.	GAURAV AGGARWAL	-	0.00%	2,850	2,850	0.01%	GAURAV AGGARWAL
77.	KRISHAN SETHI	-	0.00%	2,850	2,850	0.01%	KRISHAN SETHI
78.	KUNAL HANDU	-	0.00%	2,850	2,850	0.01%	KUNAL HANDU
79.	KANISHKA TYAGI	-	0.00%	2,850	2,850	0.01%	KANISHKA TYAGI
80.	RISHI GUPTA	-	0.00%	2,850	2,850	0.01%	RISHI GUPTA
81.	SAMIR AGARWAL HUF	-	0.00%	2,850	2,850	0.01%	SAMIR AGARWAL
82.	AARTI AGARWAL	-	0.00%	2,850	2,850	0.01%	AARTI AGARWAL
83.	KHYATI ANAND PATEL	-	0.00%	2,747	2,747	0.01%	KHYATI ANAND PATEL
84.	KRITARTH RAMESHBHAI PATEL	600	0.00%	2,700	3,300	0.02%	KRITARTH RAMESHBHAI PATEL
85.	PREM PARKASH GUPTA HUF	-	0.00%	2,700	2,700	0.01%	PREM PARKASH GUPTA
86.	GITA GUPTA	-	0.00%	2,700	2,700	0.01%	GITA GUPTA
87.	URMI SHISHIR TEJPAL	300	0.00%	2,400	2,700	0.01%	URMI SHISHIR TEJPAL
88.	ANKITA	-	0.00%	2,250	2,250	0.01%	ANKITA
89.	RENU JAIN	-	0.00%	2,250	2,250	0.01%	RENU JAIN
90.	AMIT KUMAR GOYAL	-	0.00%	2,100	2,100	0.01%	AMIT KUMAR GOYAL
91.	DINESH BABU CHANDRASEKAR	-	0.00%	1,650	1,650	0.01%	DINESH BABU CHANDRASEKAR
92.	JITESH KISHOR NARANG	300	0.00%	1,500	1,800	0.01%	JITESH KISHOR NARANG
93.	AMEYA PIMPALGAONKAR	4,500	0.02%	1,500	6,000	0.03%	AMEYA PIMPALGAONKAR
94.	MONA BANSAL	-	0.00%	1,500	1,500	0.01%	MONA BANSAL
95.	RITA TEWARI	-	0.00%	1,500	1,500	0.01%	RITA TEWARI
96.	AJIT FERNANDES	1,350	0.01%	1,500	2,850	0.01%	AJIT FERNANDES
97.	RICHA GUPTA	-	0.00%	1,500	1,500	0.01%	RICHA GUPTA
98.	JAGDISH KUMAR PRAJAPAT	-	0.00%	1,500	1,500	0.01%	JAGDISH KUMAR PRAJAPAT
99.	MURARILAL BANSILAL AGRAWAL	-	0.00%	1,400	1,400	0.01%	MURARILAL BANSILAL AGRAWAL
100.	MANJU DEVI JAIN	-	0.00%	1,400	1,400	0.01%	MANJU DEVI JAIN
101.	RAJESH H SETHIA	-	0.00%	1,400	1,400	0.01%	RAJESH H SETHIA

102.	ARNAV VIRMANI	300	0.00%	1350	1,650	0.01%	ARNAV VIRMANI
103.	NALIN GANJU	-	0.00%	1,350	1,350	0.01%	NALIN GANJU
104.	GAGANDEEP SINGH	-	0.00%	1,350	1,350	0.01%	GAGANDEEP SINGH
105.	SUSHANT SACHDEVA	-	0.00%	1,350	1,350	0.01%	SUSHANT SACHDEVA
106.	AJAY KUMAR GUPTA	-	0.00%	1,350	1,350	0.01%	AJAY KUMAR GUPTA
107.	MITHUN PRAKASH NIMJE	-	0.00%	1,350	1,350	0.01%	MITHUN PRAKASH NIMJE
108.	LAKHBIR SINGH	-	0.00%	1,350	1,350	0.01%	LAKHBIR SINGH
109.	DEEPAK GUGNANI	-	0.00%	1,350	1,350	0.01%	DEEPAK GUGNANI
110.	POOJA DAYALDAS KHEMANI	-	0.00%	1,350	1,350	0.01%	POOJA DAYALDAS KHEMANI
111.	VINEET RAJESH GUPTA	-	0.00%	1,350	1,350	0.01%	VINEET RAJESH GUPTA
112.	ABHISHEK ANAND	-	0.00%	1,350	1,350	0.01%	ABHISHEK ANAND
113.	SWATI SAXENA	-	0.00%	1,350	1,350	0.01%	SWATI SAXENA
114.	AJIT KUMAR GUPTA	-	0.00%	1,350	1,350	0.01%	AJIT KUMAR GUPTA
115.	VARUN BHARTI	-	0.00%	1,350	1,350	0.01%	VARUN BHARTI
116.	RAHUL SEHGAL	-	0.00%	1,350	1,350	0.01%	RAHUL SEHGAL
117.	SANDIP NANDLAL CHANDAK	-	0.00%	1,350	1,350	0.01%	SANDIP NANDLAL CHANDAK
118.	KULDEEP SINGH	-	0.00%	1,350	1,350	0.01%	KULDEEP SINGH
119.	URVI TRIVEDI	-	0.00%	1,350	1,350	0.01%	URVI TRIVEDI
120.	YASHIKA GIANCHANDANI	-	0.00%	1,350	1,350	0.01%	YASHIKA GIANCHANDANI
121.	RAMABEN SHIVANI	-	0.00%	1,350	1,350	0.01%	RAMABEN SHIVANI
122.	RADHA AJAY DHARUV	-	0.00%	1,350	1,350	0.01%	RADHA AJAY DHARUV
123.	KIRTI DEEP	-	0.00%	1,350	1,350	0.01%	KIRTI DEEP
124.	ANIL KUMAR GUPTA	-	0.00%	1,350	1,350	0.01%	ANIL KUMAR GUPTA
125.	ANIL NARAYANDAS CHANDAK	-	0.00%	1,350	1,350	0.01%	ANIL NARAYANDAS CHANDAK
126.	REKHA BAGRODIA	-	0.00%	1,350	1,350	0.01%	REKHA BAGRODIA
127.	SAVITA SAWLANI	-	0.00%	1,350	1,350	0.01%	SAVITA SAWLANI
128.	RAVI JETHANI	-	0.00%	1,350	1,350	0.01%	RAVI JETHANI
129.	RASHMI SAHASRABHOJANEE	-	0.00%	1,350	1,350	0.01%	RASHMI SAHASRABHOJANEE
130.	UJWALA RAJEEV LANJEWAR	-	0.00%	1,350	1,350	0.01%	UJWALA RAJEEV LANJEWAR
131.	MADHAVKRISHNA SINGHANIA	-	0.00%	1,350	1,350	0.01%	MADHAVKRISHNA SINGHANIA
132.	RAGHAVPAT SINGHANIA	-	0.00%	1,350	1,350	0.01%	RAGHAVPAT SINGHANIA
133.	ANKIT GUPTA	-	0.00%	1,350	1,350	0.01%	ANKIT GUPTA
134.	NISHIT WALI	-	0.00%	1,350	1,350	0.01%	NISHIT WALI
135.	RAMAN SHARMA	-	0.00%	1,350	1,350	0.01%	RAMAN SHARMA
136.	DEEPANSHU AGGARWAL	-	0.00%	1,350	1,350	0.01%	DEEPANSHU AGGARWAL
137.	KUSHAGRA SINGH	-	0.00%	1,350	1,350	0.01%	KUSHAGRA SINGH
138.	SRIVIDYA CHAPPARAM	-	0.00%	1,200	1,200	0.01%	SRIVIDYA CHAPPARAM
139.	EKTA BIJOYKUMAR MORE	-	0.00%	1,200	1,200	0.01%	EKTA BIJOYKUMAR MORE
140.	PADMAVATHI PADALA	-	0.00%	1,200	1,200	0.01%	PADMAVATHI PADALA
141.	KHUSHIE KULCHANDANI	-	0.00%	1,200	1,200	0.01%	KHUSHIE KULCHANDANI
142.	RIYA MANOJ KULCHANDANI	-	0.00%	1,200	1,200	0.01%	RIYA MANOJ KULCHANDANI
143.	CHINTAN SHAH HUF	-	0.00%	1,200	1,200	0.01%	CHINTAN SHAH

144.	RUSHIN SHAH	-	0.00%	1,200	1,200	0.01%	RUSHIN SHAH
145.	RUSHIN SHAH HUF	-	0.00%	1,200	1,200	0.01%	RUSHIN SHAH
146.	AARTHI RAMASUBRAMANIAN	150	0.00%	1,200	1,350	0.01%	AARTHI RAMASUBRAMANIAN
147.	SUNITA KALRA	-	0.00%	1,200	1,200	0.01%	SUNITA KALRA
148.	AJAY PITAMBER SHARMA	900	0.00%	1,050	1,950	0.01%	AJAY PITAMBER SHARMA
149.	RICHA GOSWAMI	-	0.00%	1,050	1,050	0.01%	RICHA GOSWAMI
150.	VIVEK PRAKASH SINGH	-	0.00%	1,003	1,003	0.00%	SMITA KALPESH SHAH
151.	SMITA KALPESH SHAH	-	0.00%	1,000	1,000	0.00%	VIVEK PRAKASH SINGH
152.	PRATEEK JAIN	-	0.00%	900	900	0.00%	PRATEEK JAIN
153.	KARAN HARISHKUMAR MAIDASANI	-	0.00%	800	800	0.00%	KARAN HARISHKUMAR MAIDASANI
154.	ISH MITRA BHANOT	-	0.00%	750	750	0.00%	ISH MITRA BHANOT
155.	NABA KRUSHNA DASH	-	0.00%	600	600	0.00%	NABA KRUSHNA DASH
156.	BHUVANESWARI SHANMUGANATHAN	-	0.00%	600	600	0.00%	BHUVANESWARI SHANMUGANATHAN
157.	ATUL GATTANI	-	0.00%	600	600	0.00%	ATUL GATTANI
158.	JAYESH ANIL SAWANT	-	0.00%	600	600	0.00%	JAYESH ANIL SAWANT
159.	SAMEER PRANUBHAI JOSHI HUF	-	0.00%	600	600	0.00%	SAMEER PRANUBHAI JOSHI
160.	MANTHAN DIPAK KANANI	-	0.00%	600	600	0.00%	MANTHAN DIPAK KANANI
161.	DARSHAN SANJAYBHAI MEHTA	-	0.00%	600	600	0.00%	DARSHAN SANJAYBHAI MEHTA
162.	DIWANSHU MARWAL	-	0.00%	600	600	0.00%	DIWANSHU MARWAL

* The post-issue shareholding as shown above is calculated assuming full exercise and consequent allotment of the equity shares of the Company.

There will be no change in control in the Company consequent to the completion of the preferential issue to the Investors.

17. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

No Equity Shares preferential allotment has been made to any person during the year from the date of this Notice or during financial year 2024-25.

18. Certificate from Practicing Company Secretary:

The Certificate issued by Mr. Surya Gupta, Proprietor of M/s Surya Gupta & Associates, Practicing Company Secretaries (Membership No.-F9250) (CP No.10828), certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations and the same will be made available for inspection by the members during the Meeting and will also be made available on the Company's website and will be accessible at link: <https://orianapower.com/investors/>.

19. Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in control of the Company pursuant to the issuance of the Equity Shares to the Proposed Allottees.

20. The Current and Proposed Status of the Allottee(s) post the preferential issues namely promoter or non-promoter.

The proposed allottees are not promoter or member of the promoter group of the Company. Such status shall remain the same post the Preferential Issue.

21. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

Not Applicable as the Preferential issue will be undertaken for cash consideration.

22. Listing:

The Company shall make an application to the National Stock Exchange of India Limited (collectively known as “Stock Exchange”) on which the existing equity aforementioned shares are listed, for listing of the aforementioned shares.

The above shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend.

23. Undertakings:

- a. Neither the Company nor any of its Directors and/ or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- f) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares.

24. Other Disclosures:

- a. During the period from April 01, 2024 until the date of Notice of this EGM, the Company has not made any preferential issue of equity shares except to the preferential allotment of preferential shares as stated above.
- b. Since the equity shares of the Company are listed on the National Stock exchange of India Limited only and the preferential issue shall not result in allotment of more than 5% of post-issue fully diluted share capital of the Company, the provisions of Regulation 166A of the SEBI ICDR Regulations is not mandatory.
- c. The valuation report was obtained in comply with Clause 20 of the Articles of Association (AOA) of the company, which mandates that further issue of shares shall be offered if the price of such shares is determined by the valuation report of a registered valuer. The valuation report dated May 17, 2024 is made available on the website of the Company at <https://orianapower.com/investors/>.
- d. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the preferential issue is for a cash consideration.

- e. The proposed allottees has further confirmed that they shall be an entity eligible under SEBI ICDR Regulations to undertake the preferential issue.
- f. In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of equity shares to the Investors is being sought by way of a special resolution as set out in the said item no. 2 of the Notice. The issue of the equity shares pursuant to the preferential issue would be within the proposed increased Authorised Share Capital of the Company.
- g. The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.2 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

None of the issuer or any of its promoters or directors are willful defaulter or a fraudulent borrower.

None of the Directors or Key Managerial Personnel or Senior Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to the extent to their shareholding in the Company.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Equity Shares through a Preferential Issue, on private placement basis. The Board accordingly recommends the Special Resolution as set out in Item No. 2 of this Notice for approval of the Members.

Item No. 3

As per provisions of section 186 of the companies Act,2013 the Board of directors of a company could give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise to any person or body corporate to the extent of sixty percent paid up share capital ,free reserves and securities premium or one hundred per cent of its free reserves and securities premium account whichever is more and for giving any loan or providing guarantee and security in exceeds of limit specified above, the approval of the members of the company by way of Special resolution has to be obtained.

And as you know that for business and investment purpose of company, company may give loan and guarantee to any person and make investments by acquiring securities by way of purchase or subscription or otherwise from time to time .so it is proposed to increase the limit of give any loan or guarantee or providing security to body corporate or any other person and to invest fund upto Rs. 1000 Crore and recommend passing of this resolution by way of a special resolutions.

None of the directors , key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the companies Act,2013)are concerned or interested in the proposed resolution, except in the ordinary course of business and extent to their shareholding.

Item No. 4

As per provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or reenactment(s) thereof and subject to the approval of the shareholders of the Company, the consent of the Board be and is hereby accorded to borrow money, as and when required, from bank(s), foreign lender(s), anybody corporate entity(ies), authority(ies), through suppliers credit, un-secured loans or any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time, whether convertible into equity/ preference shares or not, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 1000 Crore (Rupees One Thousand Crore only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves;

And as you know that the Company be and is hereby authorized the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all;

And any Director of the Company, be and is hereby authorized to sign and submit all the necessary Form(s)/ documents with the Registrar of Companies and to do all the acts, deeds and things as he may think necessary for giving effect to the above said resolution and for matters connected therewith or incidental thereto.”

Item No. 5

As per provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment(s) thereof, for the time being in force), and subject to the consent of the Shareholders of the Company, the consent of the Board of Directors of the Company be and is hereby accorded (hereinafter referred to as “the Board” which terms shall be deemed to include any Committee thereof) to sell, lease or create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such immovable or movable properties of the Company, both present and future, and in such manner as the board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of the Banks, Financial Institutions, any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expensed and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of indebtedness secured by the properties of the Company shall not exceed Rs.1000 Crore (Rupees One Thousand Crore only) at any time;

And the Board of Directors of the Company, be and are hereby severally authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary and expedient for giving effect to the above resolution.”

Item No. 6

As per the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, and subject to the approval of the shareholders of the Company, the consent of the Board be and is hereby accorded to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the Shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities;

And the Board of Directors of the Company be and are hereby severally authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this resolution.”

Annexure A

Sr No	Category of Shareholder(s)	Pre-Issue (As on 31/03/2024)		Post – Issue (Post Allotment of Equity Shares) <i>Assuming full allotment</i>	
		No. of Shares held	% Of share holding	No. of shares held	% Of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	1,17,80,000	61.41	1,17,80,000	57.40
b)	Family Trust	-	-	-	-
c)	Bodies Corporate	-	-	-	-
	Sub-Total (A)(1)				
2	Foreign				
a)	Individual	-	-	-	-
b)	Bodies Corporate	-	-	-	-
	Sub- Total (A)(2)	-	-	-	-
	Total Promoters & Promoter Group Holding (A)	1,17,80,000	61.41	1,17,80,000	57.40
B	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	-	-	-	-
b)	Alternate Investment Funds	80,400	0.42	1,31,400	0.64
c)	Foreign Portfolio Investors / foreign body corporate	2,23,500	1.17	3,74,500	1.82
d)	Financial Institutions/ Banks	-	-	-	-
e)	Insurance Companies	2,92,500	1.52	2,92,500	1.43
	Sub-Total (B)(1)	5,96,400	3.11	7,98,400	3.89
2	Central Government/ State Government	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
3	Non-Institutions				
a)	Individuals				
i)	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	31,02,400	16.17	35,21,550	17.16
ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	21,67,050	11.30	27,95,650	13.62
b)	NBFCs registered with RBI	-	-	-	-
c)	Any other, specify				
	IEPF	-	-	-	-
	Trusts	45,900	0.24	45,900	0.22
	Foreign National	-	-	-	-
	Hindu Undivided Family	3,57,000	1.86	4,00,750	1.95
	Non-Resident Indians	2,50,200	1.30	2,50,200	1.22
	Firms	3,90,550	2.04	4,03,000	1.96
	Clearing Member	-	-	-	-
	Body Corporate	4,93,100	2.57	5,26,100	2.56
	Overseas Depositories (Holding DRs)				
	(Balancing Figure)	-	-	-	-

	Foreign Companies	-	-	-	-
	Body Corporate: Limited Liability Partnership	-	-	-	-
	Sub-Total (B)(3)	68,06,200	35.48	79,43,150	38.71
	Total Public Shareholding (B)	74,02,600	38.59	87,41,550	42.60
	Total (A)+(B)	1,91,82,600	100.00	2,05,21,050	100.00
C	Shares held by custodians for ADR and GDR	-	-	-	-
	Total (A)+(B)+(C)	1,91,82,600	100.00	2,05,21,050	100.00