



# RUBINA VOHRA & ASSOCIATES

## COMPANY SECRETARIES

### SCRUTINIZER'S REPORT

To,  
Rupal Gupta  
Managing Director  
Oriana Power Limited  
Corp. Office: First Floor, C-103, Sector-2, Noida  
Noida, UttarPradesh-201301

**Sub: Sub.: Scrutinizer's Report on Remote e-Voting conducted for Extraordinary General Meeting held on Sunday, June 09, 2024, at 01.00 PM (IST) in pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.**

I, Rubina Vohra, Prop. of M/s Rubina Vohra & Associates, Practicing Company Secretary, was appointed as Scrutinizer by the Board of Directors of **Oriana Power Limited [CIN: L35990DL2013PLC248685]**, for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting, pertaining to the Extra-Ordinary General Meeting ("EGM") of the Company, under the provisions of Section 108 of the Act, read with the Rules made thereunder and MCA General Circular No. 14/2020 dated 8th April, 2020, MCA Circular No. 17 /2020 dated 13th April, 2020, MCA Circular No. 22/2020 dated 15th June, 2020, MCA Circular No. 33/2020 dated 28th September, 2020, MCA Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, MCA Circular No. 10/2021 dated 23rd June, 2021, MCA Circular No. 20/2021 dated 8th December, 2021, MCA Circular No. 3/2022 dated 5th May, 2022 and MCA Circular No. 09/2023 dated 25th September, 2023 (collectively referred as "MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations (including any statutory modifications/ re-enactment thereof, for the time being in force) in respect of the resolution as mentioned in EGM notice dated May 18, 2024, for Extraordinary General Meeting of the Company which was held on Sunday, June 09, 2024 through Video Conferencing/ Other Audio Visual Means ("VC/ OAVM")

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and Rules relating to e-voting on the resolutions contained in the Notice of EGM dated May 18, 2024. Our responsibility as a scrutinizer for the voting process through e-voting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated E-voting System provided by the National Securities Depository Limited (NSDL) the authorized agency to provide remote e-voting facilities and engaged by the Company for that purpose.



We submit our report as under:

1. The Company had completed dispatch of the Notice of E-voting through electronic mode on 18<sup>th</sup> May, 2024 to its members, whose name(s) appeared on the Register of Members / list of beneficiaries as on the cut off date, i.e., Monday, June 03, 2024.
2. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide secured system for E-voting process.
3. The e-voting period remained open from Thursday, June 06, 2024, 09:00 AM (1ST) to Saturday, June 08, 2024, 05:00 PM (1ST).
4. The shareholders holding shares as on the "cut off" date, i.e., Monday, June 03, 2024 were entitled to vote on the proposed resolutions as mentioned in the Notice of E-voting dated 18<sup>th</sup> May, 2024.
5. The Advertisement about the dispatch of E-voting Notice was released in financial express (English edition) and Jansatta (Hindi edition) on May 20, 2024
6. I have scrutinized, downloaded and counted the votes casted through remote e-voting facility and their particulars have been recorded in accordance with the Companies (Management and Administration) Rules, 2014; for the purpose of this report.
7. The details containing the list of the shareholders who casted their votes electronically on each of the resolutions was downloaded from the e-voting website of NSDL (<http://www.evoting.nsdl.com>).
8. The company has provided the opportunity to its shareholders to recast their Votes. The Company has issued a corrigendum on 07th June 2024 to provide corrected information to its shareholders regarding the Preferential Issue of equity shares. Shareholders who had already casted their votes prior to this issuance of corrigendum were given an opportunity to reconsider their votes based on the corrected information if they wished to do so. They were instructed to send their revised votes to my email id, rassociatenoida@gmail.com, by 11th June 2024 before 11:00 AM. No queries or revised votes were received from any shareholder by 11th June 2024 before or on 11:00 AM.

I hereby confirm that no changes or additional votes were received after the issuance of the corrigendum.

Based on above, I do and hereby submit my Report as under:

- Resolution 1: Special Resolution



To increase the authorised share capital of the company from Rs. 20,00,00,000 (Twenty Crores) to Rs. 24,50,00,000 (Twenty-Four Crores Fifty Lakhs) and consequent amendment in the memorandum of association

I. Voted in favour of the Resolution:

Numbers of Members who casted their votes	Number of votes cast by Them	% of Total number of valid votes cast
52	13356500	99.9966%

II. Voted against the Resolution:

Numbers of Members who casted their votes	Number of votes cast by Them	% of Total number of valid votes cast
1	450	0.0034%

III. Invalid votes:

Numbers of Members whose votes were declared invalid	Number of votes cast by Them
Nil	Nil

• Resolution 2: Special Resolution

To consider and approve issuance of upto 1338950 (Thirteen lakh Thirty-Eight Thousand Nine Hundred Fifty equity shares on preferential basis to the public.

I. Voted in favour of the Resolution:

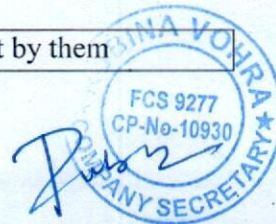
Numbers of Members who casted their votes	Number of votes cast by them	% of Total number of valid votes cast
51	13355300	99.9876%

II. Voted against the Resolution:

Numbers of Members who casted their votes	Number of votes cast by them	% of Total number of valid votes cast
2	1650	0.0124%

III. Invalid votes:

Numbers of Members whose votes	Number of votes cast by them



were declared invalid	
Nil	Nil

• **Resolution 3: Special Resolution**

**To increase the limits of giving loans(s), making investment(s) or providing security(ies) or guarantee(s) upto Rs. 1000 crores.**

I. Voted **in favour** of the Resolution:

Numbers of Members who casted their votes	Number of votes cast by them	% of Total number of valid votes cast
51	13356050	99.9933%

II. Voted **against** the Resolution:

Numbers of Members who casted their votes	Number of votes cast by them	% of Total number of valid votes cast
2	900	0.0067%

III. **Invalid** votes:

Numbers of Members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

• **Resolution 4: Special Resolution**

**To increase the limit of borrowing of funds upto Rs 1000 crores**

I. Voted **in favour** of the Resolution:

Numbers of Members who casted their votes	Number of votes cast by them	% of Total number of valid votes cast
52	13356500	99.9966%

II. Voted **against** the Resolution:



Numbers of Members who casted their votes	Number of votes cast by Them	% of Total number of valid votes cast
1	450	0.0034%

III. **Invalid votes:**

Numbers of Members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

• **Resolution 5: Special Resolution**

To approve for creation of charge/security on the assets of the Company.

I. Voted **in favour** of the Resolution:

Numbers of Members who casted their votes	Number of votes cast by Them	% of Total number of valid votes cast
52	13356500	99.9966%

II. Voted **against** the Resolution:

Numbers of Members who casted their votes	Number of votes cast by Them	% of Total number of valid votes cast
1	450	0.0034%

III. **Invalid votes:**

Numbers of Members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

• **Resolution 6: Special Resolution**

To approve loans, investments, guarantees or security under section 185 of the Companies Act, 2013.

I. Voted **in favour** of the Resolution:

Numbers of Members who casted their votes	Number of votes cast by Them	% of Total number of valid votes cast
51	13356050	99.9933%



II. Voted **against** the Resolution:

Numbers of Members who casted their votes	Number of votes cast by Them	% of Total number of valid votes cast
2	900	0.0067%

III. **Invalid** votes:

Numbers of Members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

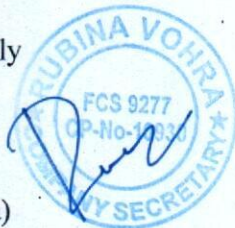
**The proposed resolutions have therefore been passed with requisite majority by the Shareholders of the Company.**

The Electronic data and other relevant documents/registers/papers and records are under my safe custody and will be handed over to the Company Secretary for the safe custody once the Chairman consider, approve and sign the E-voting Minutes.

Based on the above remote e-voting, I confirm that the resolutions have been approved with the requisite majority, accordingly I request to the Chairman/ or other person authorized by him, to announce the voting result of E-voting.

Thanking You

Yours Faithfully



(Rubina Vohra)

Practicing Company Secretary

FCS-9277

COP No. 10930

UDIN: F009277F000555781

**Scrutinizer appointed by the Board of Directors for the Voting Process.**

Date: 11.06.2024

Place: Noida