

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

Symbol: ORIANA

Dear Sir/Madam,

Subject: Intimation of Notice of 11th Annual General Meeting of the Company

Pursuant to specified regulations of SEBI (Listing Obligation and Disclosure Requirement), 2015, the Notice of Annual General Meeting of Oriana Power Limited will be held on Friday, September 27, 2024 at 1:00 p.m. through Video Conference and Other Audio Visual Means ('OAVM') for the Financial Year Ended 31st March 2024 is attached herewith.

You are requested to kindly take note of the same and please take suitable action for dissemination of this Information through your website at the earliest.

Kindly take the same on record.

Thanking You,

Yours Faithfully,
For Oriana Power Limited

Tanvi Singh
Company Secretary & Compliance Officer
A69061

Date: 04-09-2024
Place: Noida

ORIANA POWER LIMITED (Formerly Known as Oriana Power Private Limited)

CIN: L35990DL2013PLC248685, **Website:** www.orianapower.com, **Tel:** +91-120-411-4695

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

Corporate Office: Third Floor Plot No 19 and 20, Sector 125 Noida Gautam Buddha Nagar Uttar Pradesh, Amity University, Gautam Buddha Nagar, Dadri, Uttar Pradesh, India, 201313

Notice for Annual General Meeting

NOTICE is hereby given that the Eleventh (11th) Annual General Meeting (the "AGM") of the Members of **Oriana Power Limited** {Formerly Known as Oriana Power Private Limited} (the "Company") will be held on Friday, 27th September 2024 at 01:00 P.M., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue, the Venue of the meeting deemed to be the corporate Office of the Company at Third Floor Plot No 19 and 20, Sector 125 Noida, Amity University, Gautam Buddha Nagar, Dadri, Uttar Pradesh, India, 201313 ("deemed venue") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the:

- (a) Audited Standalone Financial Statements of the Company for the financial year ended

31st March 2024, together with the Reports of the Board of Directors and Auditor thereon;

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024 and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, are hereby considered and adopted."

- (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, together with the Report of the Auditors thereon.

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024 and the report of the Statutory Auditors thereon, as circulated to the Members, are hereby considered and adopted."

2. To approve the re-appointment of Mr. Parveen Kumar (DIN:08003302), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of section 152 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Parveen Kumar (DIN:08003302), Director of the Company, who retires

by rotation and being eligible, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. To ratify the remuneration payable to cost auditors of the Company for the financial year ending on 31st March 2025.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/S Kailash Kumar Jha & Co., Cost Accountants, (Firm Registration No. 103316), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025 amounting to ₹ 60,000/- (Rupees Sixty Thousand only) (plus applicable taxes and reimbursement of out-of-pocket expenses) be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable for the purpose of giving effect to above resolution and for matters connected therewith or incidental thereto."

4. To approve alteration of the main Object Clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 4,13 and other applicable provisions, if any, of Companies Act, 2013, read with applicable rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the, consent of the Shareholders in General Meeting, and subject to the approval of the Registrar of Companies, to append following sub clause (5) and (6) after after sub clause (4) of clause III (A) of the Memorandum of Association of Company:

5. To carry on the business of generation, accumulation, acquisition, promotion, partnership, establishment, takeover, investment, operation, transmission, and

distribution of electric power and other forms of energy. This encompasses both conventional and non-conventional energy sources, including Compressed Bio Gas, Battery Energy Storage Systems, Hydrogen Electrolyzers, Green Hydrogen, and e-Fuels. Our operations extend to constructing, installing, operating, and maintaining power and energy generation facilities. This includes buildings, structures, machinery, equipment, cables, wires, lines, accumulators, and lamps. Additionally, we manage, own, control, erect, commission, operate, and lease power plants and energy facilities based on conventional or non-conventional sources, such as thermal, atomic, and solar energy plants. We also undertake leasing activities related to mechanical, electrical, hydel, and civil engineering works, including boiler houses, steam turbines, switchyards, transformer yards, substations, transmission lines, accumulators, and workshops

6. To carry on business in the research, development, manufacturing, production, distribution, marketing, and commercialization of renewable and sustainable fuels, including hydrogen, fuel cells, green ammonia, e-methanol, green methanol, and other similar technologies. Our activities cover the deployment of technology and infrastructure, as well as the

storage, transport, and distribution of these fuels. We also conduct feasibility studies, market research, and technology assessments to advance these energy solutions. Additionally, the company provides consulting and advisory services both domestically and internationally to support and guide stakeholders in the renewable energy sector

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Any of the Directors of the Company or Company Secretary be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with Registrar of Companies.”

For and on behalf of the Board of Directors
Oriana Power Limited

Date: September 04, 2024
Place: Noida

Rupal Gupta
(Managing Director)
DIN: 08003344

NOTES:

1. In accordance with the provisions of the Companies Act, 2013 ("the Act"), read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September, 2023 issued by Ministry of Corporate Affairs ("MCA"), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI and other Circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI, with respect to holding the Annual General Meeting ("AGM") through video conference/other audio visual means ("VC/OAVM"), from time to time ("the Circulars"), the 11th AGM of the Company will be held through VC/OAVM and hence, the facility for appointment of proxy by the members is not available for this AGM and the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. The venue of the meeting shall be deemed to be the Corporate Office of the Company, situated at Third Floor Plot No 19 and 20, Sector 125 Noida, Amity University, Gautam Buddha Nagar, Dadri, Uttar Pradesh, India, 201313. Pursuant to the above circulars, Annual Report for the Financial Year 2023-24 and Notice of the 11th AGM are sent only through electronic mode to all the Members of the Company. Physical copy of Annual Report and Notice calling 11th AGM will be sent to those shareholders who have requested for the same. Notice and Annual Report for the Financial Year 2023-2024 are also available on the website of the Company www.orianapower.com.
2. The Members can join the AGM in 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 AGM through VC/OAVM will be made available for 1000 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 AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) in respect of the Special Business, specified in item nos. 3 and 4 of the accompanying Notice is annexed hereto.
5. In terms of the provisions of section 112 and 113 of the Act read with the said Circulars, Corporate Shareholders are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and participate there at, including cast votes by electronic means (details of which are provided separately, herein below). Such Corporate Shareholders are requested to refer 'General Guidelines for Shareholders' provided in the notice below, for more information.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the Shareholders during the AGM without any fee. Shareholders seeking to inspect such documents may send an email to cs@orianapower.com
8. **SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM:** Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered Email ID mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@orianapower.com from Tuesday 24th September, 2024 (from 9.00 AM) to Thursday, 26th September, 2024 (up to 5.00 PM). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. The Shareholders, who do not wish to speak during the AGM but have queries may send their queries or seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 26th September, 2024, through E-mail mentioning their name, demat account number/folio number, email id, mobile number at cs@orianapower.com The same will be replied by the Company suitably.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form.
11. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Shareholders.
12. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialised form are requested to submit the said details to their Depository Participant(s).
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.orianapower.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited (National Stock Exchange of India Limited) at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
14. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

Voting through electronic means

- There being no physical shareholding in the Company, the Register of members and share transfer books of the Company will not be closed. In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed **Friday, 20th September, 2024** as the **"cut-off date"** to determine the eligibility to

vote by remote e-voting or e-voting at the AGM. A person whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e Friday, 20th September, 2024, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.

- Only those Shareholders, who will be present at the AGM through VC/OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- Further, pursuant to SEBI Circular dated 9th December, 2020, to eradicate the hardship caused to the Shareholders of remembering login credentials of various e-voting service providers (ESPs), the SEBI has mandated to provide the facility of using single login credentials with various ESPs. This means Shareholders can avail the e-voting facility of various ESPs through their single login credentials, this will help in non-creation of login credentials again and again.
- The Board has appointed Ms. Rubina Vohra, Proprietor of M/s. Rubina Vohra & Associates, Company Secretaries, as the Scrutiniser to scrutinise the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- The Scrutiniser shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. She shall submit a Consolidated Scrutiniser's Report of the total votes cast in favour or against, within 2 working days from the conclusion of the AGM, to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- The results declared along with the Scrutiniser's Report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA and will also be placed on the Company's website www.orianapower.com
- The remote e-voting period begins on **Tuesday 24th September, 2024 (from 9.00 AM.) to Thursday, 26th September, 2024** (up to 5.00 PM.) and the remote e-voting module shall be disabled by NSDL for voting thereafter. once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) or Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- | | |
|---|--|
| <ul style="list-style-type: none"> 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'? <ul style="list-style-type: none"> (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. | <ul style="list-style-type: none"> b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL. |
|---|--|

- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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.
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 and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@orianapower.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@orianapower.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat

mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@orianapower.com. The same will be replied by the company suitably

Additional Information with Respect to Item No. 02 Annexure to Notice

Details of Directors seeking Appointment/Re-appointment

In terms of the provisions of Section 152(6) of the Companies Act, 2013 ("Act"), Mr. Parveen Kumar, Director of the Company, is liable to retire by rotation, and being eligible, has offered himself for re-appointment.

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is given below:

Name Of Director	Mr. Parveen Kumar
Director Identification Number DIN	08003302
Date Of Birth (Age)	21/07/1985
Designation	Director
Date Of First Appointment On the Board	30/11/2017
Terms and Conditions of appointment/re-appointment	Liable to retire by rotation, original terms of appointment would follow
Qualification	B.TECH
Nature of expertise in specific functional areas	Solar Industry
Name of the companies in which he holds directorship (other than Oriana Power Limited)	As Per List Attached
Name of committees in which he/she holds membership/ chairmanship	CSR Committee as a Member Stakeholder Relationship Committee as a Member
Name of listed entities from which the person has resigned in the past three years	NIL
Details of remuneration (including Setting fee, if any) last drawn	1,20,00,000/-
No. of meetings of the Board attended during the year	22
Details of remuneration sought to be Paid	1,20,00,000/-
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Not applicable
Shareholding in the Company: No. of shares held as on 31st March 2024:	3926800
(a) Own	
(b) For other persons on a beneficial Basis	

Mr. Parveen Kumar holding directorship in other Companies as follows:

S. No.	Name of Company
1	TECNIQA GREEN VENTURE PRIVATE LIMITED
2	OPPL TELN SPV PRIVATE LIMITED
3	ASHLYN DEL SPV PRIVATE LIMITED
4	OPPL SPV CG PRIVATE LIMITED
5	AAN SOLAR PRIVATE LIMITED
6	RAAV SOLAR PRIVATE LIMITED
7	ZANSKAR SOLAR RAJ PRIVATE LIMITED
8	OPPL SPV RAJ PRIVATE LIMITED
9	AVM SOLAR PRIVATE LIMITED
10	ASHLYN SOLAR SPV PRIVATE LIMITED
11	KAMET SOLAR SPV PRIVATE LIMITED
12	OPPL DEL SPV PRIVATE LIMITED
13	OPPL GUJ SPV PRIVATE LIMITED
14	ZANSKAR SOLAR SPV PRIVATE LIMITED
15	OPPL DELI SPV PRIVATE LIMITED
16	OPWR DEL SPV PRIVATE LIMITED
17	EWE MOBILITY PRIVATE LIMITED
18	RAP SOLAR PRIVATE LIMITED
19	OPOWER SPV LLP

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 3

The Board of Directors of the Company at its meeting held on 18/05/2024, upon the recommendation of the Audit Committee, had approved the appointment of **Kailash Kumar Jha & Co., Cost Accountants, (Firm Registration No. 103316)**, as the Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the financial year ending 31st March, 2025 at a remuneration of ₹ 60,000/- (Rupees Sixty Thousand only).

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly, consent of the Shareholders is sought for passing an Ordinary Resolution as set out at item no. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2024-25.

The Board recommends the resolution as set out at item no. 3 of the Notice for the approval of the Shareholders of the Company by way of **Ordinary Resolution**.

All documents referred to in the accompanying Notice and Statement setting out material facts on Item No.3 will be made available for inspection of the Members through electronic mode by writing to the Company at cs@orianapower.com from the date of circulation of the AGM Notice till the date of the AGM i.e., 27th September 2024.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item no. 3 of this Notice except to the extent of their shareholdings in the Company, if any

ITEM NO. 4

Amendment to the main objects clause of the Memorandum of Association of the Company

The Members are hereby informed that the Company intends to amend its main object clause of the Memorandum of Association (MoA) to expand its business activities. This amendment is proposed to be made in accordance with the provisions of Sections 4, 13, and other applicable provisions of the Companies Act, 2013, along with the rules and regulations made thereunder.

To carry on the business of generation, accumulation, acquisition, promotion, partnership, establishment, takeover, investment, operation, transmission, and distribution of electric power and other forms of energy. This encompasses both conventional and non-conventional energy sources, including Compressed Bio Gas, Battery Energy Storage Systems, Hydrogen Electrolyzers, Green Hydrogen, and e-Fuels. Our operations extend to constructing, installing, operating, and maintaining power and energy generation

facilities. This includes buildings, structures, machinery, equipment, cables, wires, lines, accumulators, and lamps. Additionally, we manage, own, control, erect, commission, operate, and lease power plants and energy facilities based on conventional or non-conventional sources, such as thermal, atomic, and solar energy plants. We also undertake leasing activities related to mechanical, electrical, hydel, and civil engineering works, including boiler houses, steam turbines, switchyards, transformer yards, substations, transmission lines, accumulators, and workshops.

To carry on business in the research, development, manufacturing, production, distribution, marketing, and commercialization of renewable and sustainable fuels, including hydrogen, fuel cells, green ammonia, e-methanol, green methanol, and other similar technologies. Our activities cover the deployment of technology and infrastructure, as well as the storage, transport, and distribution of these fuels. We also conduct feasibility studies, market research, and technology assessments to advance these energy solutions. Additionally, the company provides consulting and advisory services both domestically and internationally to support and guide stakeholders in the renewable energy sector.

The proposed alteration reflects the Company's commitment to sustainability and environmental stewardship. By focusing on green technologies and renewable fuels, the Company is reinforcing its dedication to reducing carbon emissions and supporting the global transition to sustainable energy. The proposed alteration of the Main Objects clause is expected to have a positive impact on the Company by enhancing its business portfolio and strengthening its position in the renewable energy market. It will also enable the Company to attract investments, partnerships, and talent focused on sustainable energy solutions.

A Copy of the amended Memorandum of Association and other requisites documents are open for inspection for the shareholders at the registered office of the Company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to cs@orianapower.com till the last date of the e-voting.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos. 4 except to the extent of their shareholding in the Company.

Accordingly, the Board recommends passing of the Resolutions set out in Item No. 4 of the accompanying Notice as Special Resolution.

For and on behalf of the Board of Directors
Oriana Power Limited

Rupal Gupta

(Managing Director)

DIN: 08003344

Date: 04th September 2024

Place: Noida