

NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given pursuant to and in compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 (the “Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and the Rules, circulars and notifications thereunder, (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting the postal ballot through remote e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated 23 June 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standard - 2 (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolution appended below is proposed for the approval of the members of Oriana Power Limited (“Company”) through postal ballot by voting through electronic means (remote e-voting) on the Ordinary & Special Resolutions set out hereinafter.

The proposed resolutions along with the explanatory statement under Section 102(1) of the Act, forming part of this Notice, stating the material facts and reasons thereof are set out hereafter, for your consideration.

Pursuant to the Rule 22 (5) of the Rules, the Board of Directors at its meeting held on March 27, 2025 has approved the appointment of Ms. Rubina Vohra, Proprietor, M/s. Rubina Vohra & Associates, Practicing Company Secretary, Noida (U.P.) (Membership No. F9277 and Certificate of Practice No. 10930) as the Scrutinizer (“Scrutinizer”) for conducting the postal ballot through the remote e-voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

The Company has engaged the services of National Securities Depository Limited (NSDL) as its Agency for the purpose of providing e-voting facility to all its members. Pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the Listing Regulations and the MCA Circulars the Company has provided Remote e-voting facility only, to its Members to enable them to cast their votes electronically instead of submitting Postal Ballot forms physically. The Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners received from the Depositories and whose e-mail address are registered with the Company / Depositories as on **Friday, March 21, 2025 (“Cut-off date”)**. Members are requested to cast their vote through the e-voting process, which shall commence on Saturday, March 29, 2025 at 09:00 A.M. Hours IST and end on Sunday, April 27, 2025 at 05:00 P.M. Hours IST (both days inclusive), post that it will be strictly considered that no vote has been received from the members. The detailed instructions for e- voting are given in the Notes under the section ‘Procedure for e-voting’.

The hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Scrutinizer will submit her report to the Chairman of the Board or any other person authorized by him, after the completion of the scrutiny of the votes cast electronically. The result of the postal ballot through e-voting process shall be announced on **or before April 30, 2025** on the NSDL, National Stock Exchange of India (“NSE”) where the Company's securities are listed and will also be displayed on the Company's website www.orianapower.com.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (only through Remote E-voting):

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

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

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

Corporate Office: Third Floor, Plot No. 19 & 20, JASK Towers, Sector 125, Noida, Gautam Buddha Nagar, U.P.-201301.

RESOLUTIONS THROUGH POSTAL BALLOT

1. To increase the limits of giving loans(s), making investment(s) or providing security(ies) or guarantee(s)

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force and in supersession of all the earlier resolutions passed in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to increase the limit from Rs. 1000 Crores (Rupees One Thousand Crores Only) to Rs. 5000 Crores (Rupees Five Thousand Crores Only) to (i) give loans, inter corporate deposits to any person or other body corporate from time to time; (ii) give on behalf any person, body corporate any guarantee or provide any security in connection with a loan made by any other person to, or to any other person by any 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 other body corporate (other than companies for which specific investment limit have been fixed and approved by the shareholders), in one or more tranches, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, may exceed the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 5000 Crores (Rupees Five Thousand Crores Only).

RESOLVED FURTHER THAT the Board be and are hereby severally 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 including filing of necessary forms, returns, applications and submissions under the Act for the purpose of giving effect to this resolution.”

2. To increase the borrowing limits of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force, and in supersession of all earlier resolutions passed in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow any sum or sums of money, from time to time, at its discretion, in the ordinary course of the business of the Company, from its members, directors or relative of directors, bank(s), foreign lender(s), financial institutions, body corporate entity(ies), firms, Person(s), authority(ies), as may be deemed appropriate by the Board, notwithstanding that the 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, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves, subject to such aggregate borrowings not exceeding the amount of Rs. 5000 Crores (Rupees Five Thousand Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company including negotiating, finalising, arranging or settling the terms and conditions of borrowings from time to time, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution.”

3. To increase the limits of the Company to sell, create charge/Security/mortgage on the assets, properties or undertakings of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or enactment(s) thereof, for the time being in force), and pursuant to the applicable provisions of the Articles of Association of the Company, if any, and in supersession of all the earlier resolutions passed in this regard, if any, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which terms shall be deemed to include any Committee thereof which the Board may

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hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease, dispose of or create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on immovable or movable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever, 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, debenture trustees or any other lenders to secure the amount borrowed by the Company or any subsidiary(ies) of the Company or third party from time to time for the due payment of the principal amount together with interest, charges, costs, expensed and all other monies payable by the Company, subsidiary(ies) of the Company or any third party in respect of such borrowings provided that the maximum extent of indebtedness secured by the properties, assets, undertakings of the Company shall not at any time exceed Rs. 5000 Crores (Rupees Five Thousand Crores Only).

RESOLVED FURTHER THAT the securities/charges to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to finalise, settle and execute such documents / deeds / writings/ papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in regard for creating aforesaid mortgage and/or the charge, and filing of necessary forms, returns, applications and submissions under the Act to give effect to the above resolution.”

4. To approve loans, investments, guarantee or security under Section 185 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and pursuant to the applicable provisions of the Articles of Association of the Company, if any, and in supersession of all the earlier resolutions passed in this regard, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to advance or give 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, subsidiary or associate or joint venture or group entity of the Company or any other person in which any Director of the Company is interested/deemed to be interested as specified under section 185 of the Companies Act, 2013, of an aggregate outstanding amount not exceeding Rs. 5000 Crores (Rupees Five Thousand Crores Only), in their absolute discretion that the Board may be deems 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 be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Advances/ Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable for giving effect to this resolution.”

5. To approve Material Related Party Transaction(s) with Truere Surya Private Limited

To consider and if thought fit, approve the material related party transaction(s) entered or proposed to be entered into by the Company during financial years 2024-25 and 2025-26 and to pass the following Resolution, with or without modification, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of section 188 of the Companies Act, 2013, and the rules made thereunder, and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, , the consent of the Members of the Company be and is hereby accorded to the Board of Directors (“Board”) for entering into or carrying out and/ or continuing with existing contracts/ arrangements/ transactions including the ratification of any past transactions or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with Truere Surya Private Limited, a subsidiary of the Company, falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the Listing Regulations, as per the details set out in the explanatory statement annexed to this notice, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, , however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT that the Board (including any Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, with power to alter and vary the terms and conditions of such

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contracts/ arrangements/ transactions, and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

6. To approve Material Related Party Transaction(s) with Truere Guj SPV Private Limited

To consider and if thought fit, approve the material related party transaction(s) entered or proposed to be entered into by the Company during financial years 2024-25 and 2025-26 and to pass the following Resolution, with or without modification, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013, and the rules made thereunder, and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (“Board”) for entering into or carrying out and/ or continuing with existing contracts/ arrangements/ transactions including the ratification of any past transactions or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with Truere Guj SPV Private Limited, a subsidiary of the Company, falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the Listing Regulations, as per the details set out in the explanatory statement annexed to this notice, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, , however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT that the Board (including any Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

**By Order of the Board of Directors
For ORIANA POWER LIMITED**

Sd/-

**Tanvi Singh
Company Secretary
A69061**

Date: 27-03-2025

Place: Noida

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Notes:

1. The explanatory statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”), any other applicable provisions of the Act, the rules made thereunder (the “Rules”), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.
2. In accordance provisions of the Act, the Rules made thereunder and the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners received from the Depositories and whose e-mail address is registered with the Company / Depositories as on **Friday March 21, 2025 (“cut-off date”)**. Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020 SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”), the agency, to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
4. This Postal Ballot Notice will also be available on the Company’s website at www.orianapower.com, website of the Stock Exchanges i.e. National Stock Exchange of India Limited www.nseindia.com respectively, and on the website of NSDL at www.nSDL.com.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date will be considered for the purpose of e-voting.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. The e-voting period commences on Saturday March 29, 2025 (9:00 A.M. IST) and ends on Sunday April 27, 2025 (5:00 P.M. IST). During this period, members of the Company holding equity shares in dematerialized form, as on the cut-off date i.e. **Friday March 21, 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Sunday April 27, 2025 (5:00 P.M. IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
8. Resolution passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Sunday, April 27, 2025.
9. The Scrutinizer will submit her report to the Chairman or any other person authorized by him, after the completion of scrutiny, and the result of the voting by postal ballot will be announced on or before April 30, 2025 on the NSDL and National Stock Exchange of India Limited (Stock Exchange where the Company's securities are listed), and will also be displayed on the Company's website www.Orianapower.com along with the Scrutinizer's report.
10. The documents, if any, referred to in the postal ballot office and the Explanatory Statement will be available for inspection through electronic mode. Members are requested to write to the Company on www.orianapower.com for inspection of the said documents.

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





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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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.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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 133431 then user ID is 133431001***

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

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Corporate Office: Third Floor, Plot No. 19 & 20, JASK Towers, Sector 125, Noida, Gautam Buddha Nagar, U.P.-201301.

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

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

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



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 AND / OR APPLICABLE REGULATIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO 1

The members may note that pursuant to the provisions of section 186 of the Companies Act, 2013 (the "Act") and rules made thereunder, and any other applicable provisions, the Company can 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 of any person or body corporate, in excess of the sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, with the approval of the Members of the Company by way of Special resolution passed at the General Meeting.

To optimize the use of the funds available with the Company and achieve its long-term strategic and business objectives, the Board of Directors of the Company in their meeting held on March 27, 2025 approved and recommended to the members an increase in the existing limit from Rs. 1000 Crores (Rupees One Thousand Crores Only) to Rs. 5000 Crores (Rupees Five Thousand Crores only) under Section 186 of the Act, to utilize these funds by investing in securities of other corporate entities, granting loans, providing guarantees, or offering security to other individuals or corporate entities, as and when required.

None of the directors, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financially or otherwise in the proposed resolution, except in the ordinary course of business and extent to their shareholding.

The Board of Directors recommends the resolution set out in Item no. 1 of this Notice for your approval as Special Resolutions.

ITEM NO 2 & 3

In order to conduct the business smoothly and meet working Capital requirements, the Board of Directors at their meeting held on 27th March, 2025, approved and recommended to the shareholders an increase in the existing borrowing limit from Rs. 1000 Crores (Rupees One Thousand Crores Only) to Rs. 5000 Crores (Rupees Five Thousand Crores Only), under the provisions of Section 180(1) (c) of the Companies Act, 2013 (the "Act"). The Board has also approved an increase in the existing limit for creating charges, such as mortgages, pledges, hypothecations, or other security interests on movable or immovable assets, properties and undertakings of the Company. This increase, from Rs. 1000 Crores (Rupees One Thousand Crores only) to Rs. 5000 Crores (Rupees Five Thousand Crores Only) is intended to secure borrowings of the Company as required under Section 180(1)(a) of the Companies Act, 2013.

Hence, it is proposed to seek shareholder's approval for:

1. Increasing the overall borrowing limit under Section 180 (1)(c) of the Companies Act, 2013 upto Rs. 5000 Crores
2. Increasing the limit for creating charge on the Company's assets to secure borrowings, upto Rs. 5000 Crores, under Section 180(1)(a) of the Companies Act, 2013.

None of the directors or key managerial personnel of the Company or their relatives, are in anyway concerned or interested in the proposed resolution as set out in the Notice except in the ordinary course of business and extent to their shareholding.

The Board of Directors recommends the resolution set out at Item nos. 2 & 3 of this Notice for your approval as Special Resolutions.

ITEM No.4

The Company may be required to provide financial support to meet the business requirements of its Subsidiary Companies, Associates, Joint Ventures, group entities, or any other person in whom a Director of the Company is deemed to be interested (collectively referred to as the "Entities"). However, due to the restrictive provisions and limits of Section 185 of the Companies Act, 2013 ("the Act"), the Company is currently unable to extend the required financial assistance in the form of loans or debt to such Entities.

The Board of Directors at their meeting held on March 27, 2025 approved and recommended seeking the consent of the Members, by way of a Special Resolution pursuant to Section 185 of the Act, to make loans, provide financial assistance, or issue guarantees or securities in connection with loans taken or to be taken by the Entities. This assistance would be for their general business operations or working capital requirements, as needed, to support the expansion of their business activities and matters connected with or incidental to their principal business operations.

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ITEM No. 5 & 6:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022 a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs.1000 Crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company along with its subsidiary(ies), proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations and other applicable provisions and circulars, prior approval or approval of the Members is being sought for all such arrangements / transactions undertaken or proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on March 27, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 5 and 6 of this Notice. Details of the proposed RPTs, including the information required to be disclosed in the Explanatory Statement pursuant to the applicable provisions SEBI Listing Regulations and SEBI Circular, are as follows:

Item No. 5 – Background

Oriana Power Limited ('OPL') and TrueRe Surya Private Limited ("TSPL") are commonly controlled entities, OPL is a Holding Company of TSPL. Both, OPL and TSPL are located in India and are related parties to each other.

OPL operates across various segments of the power industry, encompassing power generation, engineering, procurement, and construction (EPC) of power projects, as well as operation and maintenance services. Its operations extend to the generation, accumulation, distribution, and supply of electricity to both public and private entities, showcasing a comprehensive involvement in the power sector value chain. OPL through its subsidiaries work as an as service provider to Captive Power Producer ('CPP') customers. Under CPP Segment, its subsidiaries develop, transfer, operate and maintain grid connected Solar Power projects for CPP customers and generate revenue by selling power from these projects to CPP customers for their captive use requirements.

TSPL is engaged in the business of generating, accumulating, distributing and supplying solar energy for sale to Governments, state electricity boards, intermediaries in power transmission /distribution, companies, industrial units or to other types of users/ consumers of energy.

OPL through TSPL is developing a Renewable Energy Project in Tamil Nadu at the capacity of 90 MW/ 128 MWP for generating, accumulating and supplying through government infra, solar energy to Dalmia Cement (Bharat) Limited ("Dalmia"). Through this project, we are providing Dalima with carbon credits approx. 150,188 tons per year. This contribution not only supports environmental sustainability but also fosters positive community impact, promoting a greener future and enhancing the overall well-being of the region. OPL will provide EPC services to TSPL in its ordinary course of business at arm's length basis. OPL is having expertise in development of the solar power projects. TSPL has received multiple bids for the EPC work and the selection of OPL was pursuant to technical and financial evaluation of other bids. OPL bid was found to be the most cost-effective bid that will help optimize the levelized cost of energy. This business transaction will allow both companies to leverage each other's expertise in the development of renewable energy projects. Further, both the companies can utilize each other expertise for Operation and Maintenance of renewable energy projects.

Description	Details of proposed RPTs
Particulars of material related party transactions between Oriana Power Limited and Truere Surya Private Limited	
Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Oriana Power Limited is a Holding Company of Truere Surya Private Limited and both are related parties by virtue of the common control of management.
Type,material terms and particulars of the proposed RPTs.	OPL and TSPL have entered or proposed to enter into the following Related Party Transactions:

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	<ul style="list-style-type: none"> • Purchase, sale or supply of any goods or materials. • Providing loans and advances; • Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; • Availing/ rendering of engineering / Procurement/ Construction / Commissioning and other non-engineering services; • Availing or rendering of any services • Reimbursement of expenses <p>Further, the material terms and conditions are based on the contracts/ purchase orders which inter alia include the rates based on prevailing/ extent market conditions and commercial terms as on the date of entering into the contract(s).</p>
Value of Transaction	Upto Rs. 600 Crores (Rupees Six Hundreds Crores only)
Tenure of the proposed transaction (particular tenure shall be specified)	For two financial years from FY 2024-25 to FY 2025-26.
Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	144% of annual consolidated turnover of the Company for FY2023-24. Note: Above % is calculated on the basis of consolidated turnover of immediately preceding FY 2023-24 for cumulative proposed transaction in FY 2024-25 & 2025-26.
Justification for the proposed RPTs.	Please refer to "Background, details and benefits of the transaction", which forms part of the explanatory statement to the resolution no. 5.
<p>Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary</p> <p>a)Details of the source of funds in connection with the proposed transaction.</p> <p>b)Details of financial indebtedness incurred</p> <p>c)Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>d)The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction</p>	<p>OPL on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing power plants and projects. For funding of these renewable energy projects / requirements and any cashflow mismatch, OPL may, in its ordinary course of business, require borrowing / corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013 and on arm's length basis.</p>
Copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
Name of the director or key managerial personnel who is related, if any and nature of relationship	Not applicable
Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

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Item No. 6 – Background

Oriana Power Limited ('OPL') and Truere Guj SPV Private Limited ("TGSP") are commonly controlled entities, OPL is a Holding Company of TGSP. Both, OPL and TGSP are located in India and are related parties to each other.

OPL operates across various segments of the power industry, encompassing power generation, engineering, procurement, and construction (EPC) of power projects, as well as operation and maintenance services. Its operations extend to the generation, accumulation, distribution, and supply of electricity to both public and private entities, showcasing a comprehensive involvement in the power sector value chain. OPL through subsidiaries work as service provider to Captive Power Producer ('CPP') customers. Under CPP Segment, its subsidiaries develop, transfers, operate and maintain grid connected Solar Power projects for CPP customers and generate revenue by selling power from these projects to CPP customers for their captive use requirements.

TGSP is engaged in the business of generating, accumulating, distributing and supplying solar energy for sale to Governments, state electricity boards, intermediaries in power transmission /distribution, companies, industrial units or to other types of users/ consumers of energy.

OPL through TGSP is developing a Renewable Energy Project in Rajasthan at the capacity of 50 MW/ 70 MWP for generating, accumulating, distributing and supplying through government infra, solar energy to JK Cement Limited ("JK"). Through this project, we are providing JK with carbon credits approx. 96,645 tons per year. This contribution not only supports environmental sustainability but also fosters positive community impact, promoting a greener future and enhancing the overall well-being of the region. OPL will provide EPC services to TGSP in its ordinary course of business at arm's length basis. OPL is having expertise in development of the solar power projects. TGSP has received multiple bids for the EPC work and the selection of OPL was pursuant to technical and financial evaluation of other bids. OPL bid was found to be the most cost-effective bid that will help optimize the levelized cost of energy. This business transaction will allow both companies to leverage each other's expertise in the development of renewable energy projects. Further, both the companies can utilize each other expertise for Operation and Maintenance of renewable energy projects.

Description	Details of proposed RPTs
Particulars of material related party transactions between Oriana Power Limited and Truere Guj SPV Private Limited	
Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Oriana Power Limited is a Holding Company of Truere Guj Spv Private Limited and both are related parties by virtue of the common control of management.
Type, material terms and particulars of the proposed RPTs.	<p>OPL and TGSP have entered or propose to enter into the following Related Party Transactions:</p> <ul style="list-style-type: none"> • Purchase, sale or supply of any goods or materials; • Selling or otherwise disposing of, or buying, property of any kind; • Providing loans and advances; • Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; • Availing/ rendering of engineering/ Procurement/ Construction/ Commissioning and other non-engineering services; • Availing or rendering of any services • Reimbursement of expenses <p>Further, the material terms and conditions are based on the contracts/ purchase orders which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p>
Value of Transaction	Upto 300 Crores (Rupees Three Hundred Crores Only)

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Tenure of the proposed transaction (particular tenure shall be specified)	For two financial years from FY 2024-25 to FY 2025-26.
Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	70% of annual consolidated turnover of the Company for FY2023-24 Note: Above % is calculated on the basis of consolidated turnover of immediately preceding FY 2023-24 for cumulative proposed transaction in FY 2024-25 & 2025-26.
Justification for the proposed RPTs.	Please refer to "Background, details and benefits of the transaction", which forms part of the explanatory statement to the resolution no. 6
Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary a)Details of the source of funds in connection with the proposed transaction. b)Details of financial indebtedness incurred c)Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and d)The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	OPL on its own and along with its subsidiaries is growing and, in this pursuit, it is exploring opportunities developing power plants and projects. For funding of these renewable energy projects / requirements and any cashflow mismatch, OPL may, in its ordinary course of business, require borrowing / corporate guarantee. The terms of borrowing including interest rates shall be mutually agreed subject to the applicable provisions of the Companies Act 2013 and on arm's length basis.
Copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
Name of the director or key managerial personnel who is related, if any and nature of relationship	Not applicable
Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

**By Order of the Board of Directors
For ORIANA POWER LIMITED**

Sd/-

Tanvi Singh
Company Secretary
A69061

Date: 27-03-2025
Place: Noida

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