

Date: June 04, 2025

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

Symbol: ORIANA

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) - Postal Ballot Notice

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated 28th May 2025 together with the Explanatory Statement thereto, seeking consent of the Members of Oriana Power Limited (“Company”), on the following item of special businesses:

Sr. No.	Nature of Business/Agenda	Type of Resolution
1.	To appoint Mr. Parveen Kumar (DIN: 08003302) as Whole-time Director, who was earlier associated as Director (ED) and to fix the remuneration.	Special Resolution
2.	To appoint Mr. Anirudh Saraswat (DIN: 06472271) as Whole-time Director, who was earlier associated as Director (ED) and to fix the remuneration.	Special Resolution
3.	To increase remuneration of Mr. Rupal Gupta (DIN: 08003344), Managing Director and CEO of the Company.	Special Resolution
4.	To approve and adopt “Oriana Employees Stock Option Scheme 2025” (“Scheme”) of the Company.	Special Resolution
5.	To Extend the Benefits of “Oriana Employees Stock Option Scheme 2025” (“Scheme”) to the eligible employees of the Subsidiary Companies, Associate Companies and Group Companies of the Company	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-

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

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

Email: compliance@orianapower.com

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

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

mail addresses are registered with the Company/Depositories as on the cut-off date i.e. Friday, May 30, 2025.

The Company has engaged the services of National Securities Depository Limited ('NSDL'), for facilitating remote e-voting to enable the Members to cast their votes electronically. The detailed procedure for remote e-voting is given in the Notice of Postal Ballot. The remote e-voting period commences from Thursday, June 05, 2025 at 9:00 a.m. (IST) and concludes on Friday, July 04, 2025 at 5:00 p.m. (IST).

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

You are requested to take the above on record.

Yours Faithfully,

For Oriana Power Limited

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

Encl.: As above

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NOTICE OF POSTAL BALLOT

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

VOTING STARTS ON	VOTING ENDS ON
Thursday, June 05, 2025, at 9:00 a.m. (IST)	Friday, July 04, 2025, at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given that pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Secretarial Standard on General Meetings ('SS-2'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 ('MCA Circulars') issued by the Ministry of Corporate Affairs, and any other applicable laws and regulations, the Resolutions appended below are proposed for approval of the members of Oriana Power Limited ('the Company'), through postal ballot by way of voting through electronic means ('remote e-voting') only.

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

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

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

The members can exercise their right to vote on the matters included in the Postal Ballot Notice by remote e-voting. The remote e-voting period commences from 9:00 a.m. (IST) on Thursday, 05th June 2025 and ends at 5.00 p.m. (IST) on Friday, 04th July 2025.

Pursuant to the Rule 22 (5) of the Rules, the Board of Directors at its meeting held on May 28, 2025 has approved the appointment of Ms. Rubina Vohra, Proprietor of M/s. Rubina Vohra & Associates, Practicing Company Secretary, Noida (U.P.) (Membership No. F9277 and Certificate of Practice No.

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10930) as the Scrutinizer ("Scrutinizer") for conducting the postal ballot through the remote e-voting process in a fair and transparent manner.

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

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

The last date of remote e-voting, i.e. Friday, 04th July 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

RESOLUTIONS THROUGH POSTAL BALLOT

SPECIAL BUSINESS(ES)

1. TO APPOINT MR. PARVEEN KUMAR (DIN: 08003302) AS WHOLE-TIME DIRECTOR, WHO WAS EARLIER ASSOCIATED AS DIRECTOR (ED) AND TO FIX THE REMUNERATION:

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

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197, read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws and the enabling provisions of Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") and approval by the Board of Directors at their respective meetings held on 28th May, 2025, the consent of Members of the Company be and is hereby accorded to appoint Mr. Parveen Kumar (DIN: 08003302), who was earlier associated as Director(ED) of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of a Director of the Company, as Whole-time Director of the Company for a period of 3 (Three) years with effect from May 28 2025, liable to retire by rotation, on the terms and conditions including remuneration by way of salary, perquisites and other allowances & benefits, to be paid to him during the period of 3 (Three) years from May 28 2025, as set-out in the Explanatory Statement enclosed to this Notice.

RESOLVED FURTHER THAT where in any financial year, during the tenure of 3 (three) years (i.e. May 28, 2025 till May 27, 2028) of Mr. Parveen Kumar as Whole-time Director, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Parveen Kumar, the aforementioned remuneration, as minimum remuneration, in accordance with provisions of Section 197, 198 and other applicable provisions of the Act and rules made thereunder (including

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any statutory modification(s) or re-enactment thereof read with Schedule V to the Act and Listing Regulations.

RESOLVED FURTHER THAT the total managerial remuneration payable to individual Executive Director/Whole-time Director may exceed 5% of net profit and remuneration payable to all the Executive Director(s) of the Company taken together may exceed the limit of 10% of net profit, and overall managerial remuneration payable to all Director(s) may exceed the limit of 11% of net profit of the Company, as prescribed under Section 197 of the Act, read with rules made thereunder or other applicable provisions or any statutory modifications thereof, in any financial during the tenure of three years (i.e. from May 28, 2025 to May 27, 2028).

RESOLVED FURTHER THAT the remuneration including minimum remuneration as detailed in the resolution may be regarded as an abstract of the terms of appointment and memorandum of interest under Section 190 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and are hereby severally authorized to sign/execute/issue/modify/file such agreements, letters, documents, writings, forms, papers, returns, notices etc. and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard."

2. TO APPOINT MR. ANIRUDH SARASWAT (DIN: 06472271) AS WHOLE-TIME DIRECTOR, WHO WAS EARLIER ASSOCIATED AS DIRECTOR (ED) AND TO FIX THE REMUNERATION:

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

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197, read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on 28th May, 2025, the consent of Members of the Company be and is hereby accorded to appoint Mr. Anirudh Saraswat (DIN: 06472271), who was earlier associated as Director(ED) of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, proposing his candidature for the office of a Director of the Company, as Whole-time Director of the Company for a period of 3 (Three) years with effect from May 28 2025, liable to retire by rotation, on the terms and conditions including remuneration by way of salary, perquisites and other allowances & benefits, to be paid to him during the period of 3 (Three) years from May 28 2025, as set-out in the Explanatory Statement enclosed to this Notice.

RESOLVED FURTHER THAT where in any financial year, during the tenure of 3 (three) years (i.e. May 28, 2025 till May 27, 2028) of Mr. Anirudh Saraswat as Whole-time Director, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Anirudh Saraswat, the aforementioned remuneration, as minimum remuneration, in accordance with provisions of Section 197, 198 and other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof read with Schedule V to the Act and Listing Regulations.

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RESOLVED FURTHER THAT the total managerial remuneration payable to individual Executive Director/Whole-time Director may exceed 5% of net profit and remuneration payable to all the Executive Director(s) of the Company taken together may exceed the limit of 10% of net profit, and

overall managerial remuneration payable to all Director(s) may exceed the limit of 11% of net profit of the Company, as prescribed under Section 197 of the Act, read with rules made thereunder or other applicable provisions or any statutory modifications thereof, in any financial during the tenure of three years (i.e. from May 28, 2025 to May 27, 2028).

RESOLVED FURTHER THAT the remuneration including minimum remuneration as detailed in the resolution may be regarded as an abstract of the terms of appointment and memorandum of interest under Section 190 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby severally authorized to sign/execute/issue/modify/file such agreements, letters, documents, writings, forms, papers, returns, notices etc. and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard."

3. TO INCREASE REMUNERATION OF MR. RUPAL GUPTA (DIN: 08003344), MANAGING DIRECTOR AND CEO OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 28th May, 2025, the Consent of the Members be and is hereby accorded to upward revision in the remuneration of Mr. Rupal Gupta, (DIN: 08003344) Managing Director and CEO of the Company with effect from May 28, 2025 till the remaining of duration of his tenure ending on 26th March, 2028, as set-out in the Explanatory Statement enclosed to this Notice.

RESOLVED FURTHER THAT where in any financial year, during the tenure of Mr. Rupal Gupta as Managing Director (i.e. from May 28, 2025 to 26th March, 2028), the Company has no profits or its profits are inadequate, the Company may pay to Mr. Rupal Gupta, the aforementioned remuneration, as minimum remuneration, in accordance with provisions of Section 197, 198 and other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof read with Schedule V to the Act and Listing Regulations.

RESOLVED FURTHER THAT the total managerial remuneration payable to individual Executive Director/Whole-time Director may exceed 5% of net profit and remuneration payable to all the Executive Director(s) of the Company taken together may exceed the limit of 10% of net profit, and overall managerial remuneration payable to all Director(s) may exceed the limit of 11% of net profit of the Company, as prescribed under Section 197 of the Act, read with rules made thereunder

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or other applicable provisions or any statutory modifications thereof, in any financial during his remaining tenure (i.e. from May 28, 2025 to March 26, 2028).

RESOLVED FURTHER THAT the remuneration including minimum remuneration as detailed in the resolution may be regarded as an abstract of the terms of appointment and memorandum of interest under Section 190 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby severally authorized to sign/execute/issue/modify/file such agreements, letters, documents, writings, forms, papers, returns, notices etc. and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard."

4. TO APPROVE AND ADOPT "ORIANA EMPLOYEES STOCK OPTION SCHEME 2025" ("SCHEME") OF THE COMPANY:

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

"RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules framed thereunder and the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), any rules, guidelines and regulations issued by any other regulatory or governmental authority and any other applicable laws for the time being in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and pursuant to the recommendation of Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors ("the Board") at their respective meetings held on 28th May 2025, the Members of the Company approve and adopt **Oriana Employee Stock Option Plan 2025' ("Scheme")**, the salient features of which are set out in the Statement annexed to this Notice, for the benefit of eligible employees of the Company as defined in the Scheme.

RESOLVED FURTHER THAT the Board and/or NRC be and is hereby authorised to create, issue, offer and grant from time to time and in one or more tranches, 2,03,190 Employee Stock Options ("**Options**") under the Scheme, to or to benefit of such eligible employees of the Company as defined in the Scheme subject to their eligibility as may be determined under the Scheme, and to such other persons as may be decided by the Board and/ NRC or permitted under SBEB Regulations but does not include an employee who is a Promoter or a person belonging to the Promoter group or a Director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company, exercisable into not more than **2,03,190** Shares not exceeding 1% (approx.) of the outstanding Equity Shares of the Company as on March 31, 2025 ("Ceiling"), during the duration of the Scheme, with each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up equity share in the Company of the face value of Rs. 10/- (Rupees Ten only) each, at such price which shall not be less than the face value of the share on such terms and conditions, as may be determined by the Board in accordance with the terms of Scheme and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations.

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RESOLVED FURTHER THAT the Board and/or NRC be and is hereby authorised to offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with Scheme and such Equity Shares shall rank pari - passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, change in capital structure, merger, demerger, amalgamation etc., the outstanding Stock Options, granted/to be granted under the Scheme and/or the exercise price shall be suitably adjusted, as may be required in compliance with the provisions of the applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Scheme.

RESOLVED FURTHER THAT pursuant to Regulations 7(5) of the SBEB Regulations, the Company may re-price the Options which are not exercised, whether or not they have been vested if the Scheme/grant was rendered unattractive due to fall in the price of shares in the stock market, provided the same is not detrimental to the interests of employees.

RESOLVED FURTHER THAT at the time of grant, vesting or exercise of the Options by the grantee, in whole or in part, if any tax obligation of the Company, which may arise in connection with the Options including obligations arising upon (i) the exercise of the Options and/or (ii) the transfer of any shares acquired upon exercise of the Options, will be recovered from the Employee, by the methods as prescribed by the Board/NRC and as permissible under the law.

RESOLVED FURTHER THAT the Board and/or NRC be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the Scheme or any Options granted thereunder, as it may deem fit, from time to time, in its sole and absolute discretion in conformity with the provisions of the "SBEB Regulations" and the applicable provisions of Act and any other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or NRC be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as they may in their absolute discretion deem fit or necessary or desirable for such purpose, and make all necessary filings including but not limited to making applications to any regulatory/ governmental authority/ third parties, as may be required, and to the Stock Exchange to seek its in-principle and final approval for the listing and trading of equity shares allotted pursuant to Scheme, in accordance with the provisions of ("SBEB Regulations")/ Listing Regulations, applicable provisions under the Act and the rules framed thereunder and other applicable laws."

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5. TO EXTEND THE BENEFITS OF “ORIANA EMPLOYEES STOCK OPTION SCHEME 2025” (“SCHEME”) TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANIES, ASSOCIATE COMPANIES AND GROUP COMPANIES OF THE COMPANY:

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

“RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with rules framed thereunder and the Securities and Exchange Board of India (“SEBI”) (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), any rules, guidelines and regulations issued by any other regulatory or governmental authority and any other applicable laws for the time being in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and pursuant to the recommendation of Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors at their respective meetings held on 28th May 2025, the Consent of the Members of the Company be and is hereby accorded to extend the benefit of the **Oriana Employee Stock Option Plan 2025’ (“Scheme”)** for the benefit of such eligible employees of (existing and/or future) the subsidiary company(ies), associate company(ies) and of the group company(ies) of the Company, as defined in the Scheme.

RESOLVED FURTHER THAT the Board and/or NRC be and is hereby authorised to create, issue, offer and grant from time to time and in one or more tranches, 2,03,190 Employee Stock Options (“Options”) under the Scheme to or to benefit of such eligible employee of (existing and/or future) subsidiary company(ies), associate company(ies) and of the group company(ies) of the Company, as defined in the Scheme subject to their eligibility as may be determined under the Scheme, and to such other persons as may be decided by the Board/NRC and / or permitted under SBEB Regulations but does not include an employee who is a Promoter or a person belonging to the Promoter group or a Director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company, exercisable into not more than **2,03,190** Shares not exceeding 1% of the outstanding Equity Shares of the Company (“Ceiling”) during the duration of the Scheme, with each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up equity share in the Company of the face value of Rs. 10/- (Rupees Ten only) each, at such price which shall not be less than the face value of the share on such terms and conditions, as may be determined by the Board in accordance with the terms of Scheme and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT maximum number of Options to be granted to eligible employees of the Company and (existing and/or future) subsidiary company(ies), associate company(ies) and the group company(ies) of the Company shall not exceed 2,03,190 Options under the Scheme.

RESOLVED FURTHER THAT the Board and/or NRC be and is hereby authorised to offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with Scheme and

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such Equity Shares shall rank pari - passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, change in capital structure, merger, demerger, amalgamation etc., the outstanding Stock Options, granted/to be granted under the Scheme and/or the exercise price shall be suitably adjusted, as may be required in compliance with the provisions of the applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Scheme.

RESOLVED FURTHER THAT pursuant to Regulations 7(5) of the SBEB Regulations, the Company may re-price the Securities which are not exercised, whether or not they have been vested if the Scheme/grant was rendered unattractive due to fall in the price of shares in the stock market, provided the same is not detrimental to the interests of employees.

RESOLVED FURTHER THAT at the time of grant, vesting or exercise of the Options by the grantee, in whole or in part, if any tax obligation of the Company, which may arise in connection with the Options including obligations arising upon (i) the exercise of the Options and/or (ii) the transfer of any shares acquired upon exercise of the Options, will be recovered from the Employee, by the methods as prescribed by the Board/NRC and as permissible under the law.

RESOLVED FURTHER THAT the Board and/or NRC be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the Scheme or any Options granted thereunder, as it may deem fit, from time to time, in its sole and absolute discretion in conformity with the provisions of the "SBEB Regulations" and the applicable provisions of Act and any other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or NRC be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

RESOLVED FURTHER THAT any Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as they may in their absolute discretion deem fit or necessary or desirable for such purpose, and make all necessary filings including but not limited to making applications to any regulatory/ governmental authority/ third parties, as may be required, and to the Stock Exchange to seek its in-principle and final approval for the listing and trading of equity shares allotted

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pursuant to Scheme, in accordance with the provisions of ("SBEB Regulations")/ Listing Regulations, applicable provisions under the Act and the rules framed thereunder and other applicable laws."

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

Sd/-

**Tanvi Singh
Company Secretary
Membership No. A69061**

Date: 28-05-2025

Place: Noida

Notes:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions, as amended from time to time setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on the **cut-off date** i.e., Friday, May 30, 2025. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Note No. 3.
3. The Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the duly filled in Form ISR-1 available on the Company's website and on the website of Skyline Financial Services Private Limited, Registrar & Transfer Agent (RTA) along with relevant enclosures to the Company's RTA, Skyline Financial Services Private Limited at email id admin@skylinerta.com or to the Company at the email id cs@orianapower.com with all the forms and proofs duly signed. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses.
4. The Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, May 30, 2025, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice through remote e-voting only. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid

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business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system.

5. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is offering facility of remote e-voting to all the Members to enable them to cast their votes electronically only. For the purpose of remote e-voting, the Company has engaged the services of National Securities Depository Limited ('NSDL').
6. The remote e-voting period commences on Thursday, June 05, 2025 at 9:00 a.m. (IST) and concludes on Friday, July 04, 2025 at 5:00 p.m. (IST). The remote e-voting module shall thereafter be disabled by NSDL. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. Resolution passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Friday, July 04, 2025.
8. This Notice is also available on the Company's website i.e. www.orianapower.com and also on the website of stock exchange i.e. www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
9. The Scrutinizer will submit the report to the Chairman of the Company or any person authorized by the Chairman upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot to the Stock Exchanges i.e. National Stock Exchange of India Limited (www.nseindia.com) and additionally be uploaded on the Company's website www.orianapower.com and on the website of NSDL at www.evoting.nsdl.com.
10. All the material documents referred to in the explanatory statement will be available for inspection at the Corporate Office of the Company or in the electronic form during office hours on all working days from the date of dispatch until the last date of remote e-voting. Alternately, Members may also send their requests for asking copies thereof at cs@orianapower.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
11. Process to cast votes through remote e-voting:

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

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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





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	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
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 user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there 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

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	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

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.

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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 133980 then user ID is 133980001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rrassociatenoida@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also

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upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

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

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

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 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 please note that Mr. Parveen Kumar, aged 39 years, is Executive Director of the Company. He is an Innovative Leader with technique as his arm and has been capturing the market since last 17 years in Solar Industry, with vast knowledge and experience of solar products. He holds bachelor degree in Electrical Engineering, He started his career as Research Associate with MNRE R&D Centre at Solar Energy Center (currently known as NISE).

With a view to continue to have the advantage of his able leadership, guidance and wisdom, it is proposed to appoint/approve change in Designation of Mr. Parveen Kumar, who was earlier associated as executive director, as a Whole-time Director of the Company for a period of 3 (Three) years with effect from May 28, 2025, liable to retire by rotation.

The Company has received consent and other declaration(s)/certificate(s) in relation to appointment of Mr. Parveen Kumar as the Whole-time Director of the Company. He also satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The aforesaid appointment had been reviewed & recommended by the Nomination and Remuneration Committee and Audit Committee in their respective meetings held on 28th May 2025 and the basis which the Board in its meeting held on said date approved the appointment of Mr. Parveen Kumar as Whole-time Director subject to the approval of the Members.

Now, it is proposed to seek members' approval through Special Resolution for the aforesaid appointment and remuneration including remuneration in the event of loss or inadequate profit, payable to Mr. Parveen Kumar as a Whole-time Director of the Company in terms of the applicable provisions of the Act. Broad particulars of the terms of appointment of and remuneration payable to Mr. Parveen Kumar are as under:

- a. **Salary, Perquisites and Allowances:** Upto Rs. 8 Crore (Rupees Eight Crore only) per annum.
- b. The Company's contribution to superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- c. Increment in salary, perquisites and allowances and remuneration based on net profit or by way of bonus/performance linked incentive (including Target Variable pay) payable to Mr. Parveen Kumar, as recommended by NRC and approved by the Board, shall be within the overall limit as approved by the members.

Further the Board/NRC shall have the discretion and authority to modify the aforesaid terms and remuneration, however, within the overall limit as approved by the members. The said perquisites shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules or any statutory modification(s) or re-enactment(s) thereof.

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- d. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on the Company's business and communication expenses and other related expenses shall be reimbursed at actual, being not considered as perquisites and shall be in addition to the remuneration mentioned above.
- e. The Whole-time Director shall perform his duties in the interest of the Company.
- f. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Act including related Rules and the provisions contained in the Listing Regulations.
- g. The Whole-time Director shall adhere to the Code of Conduct of the Company and shall also comply with the other policies and laws applicable on the Company.

Pursuant to the provisions of Secretarial Standard on General Meeting (SS-2) and Listing Regulations, the brief resume, nature of expertise and other details of Mr. Parveen Kumar are given in **Annexure-1** to the Notice.

The information as required to be disclosed as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 are given in the **Annexure-2** to the Notice.

Mr. Parveen Kumar is interested in the resolution set out at Item No. 1 of the Notice with regard to his appointment and payment of remuneration. The relatives of Mr. Parveen Kumar may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mr. Parveen Kumar is not related to any other Director of the Company

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

ITEM NO. 2

The Members may please note Mr. Anirudh Saraswat, aged 39 years, is Executive Director of the Company. An accomplished business leader with a wealth of knowledge and expertise in various facets of business. With over 16 years of experience in business and new product development, he has worked extensively gaining valuable exposure and insights.

He is committed to delivering high-quality services to clients and has a broad background in overseeing all aspects of an organization's operations, including business development, manufacturing & finance. His expertise lies in new product development & financing and he plays a vital role into this area for us.

With a view to continue to have the advantage of his able leadership, guidance and wisdom, it is proposed to appoint/approve change in Designation of Mr. Anirudh Saraswat, who was earlier associated as executive director, as a Whole-time Director of the Company for a period of 3 (Three) years with effect from May 28, 2025, liable to retire by rotation.

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The Company has received consent and other declaration(s)/certificate(s) in relation to appointment of Mr. Anirudh Saraswat as the Whole-time Director of the Company. He also satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The aforesaid appointment had been reviewed & recommended by the Nomination and Remuneration Committee and Audit Committee in their respective meetings held on 28th May 2025 and the basis which the Board in its meeting held on said date approved the appointment of Mr. Anirudh Saraswat as Whole-time Director subject to the approval of the Members.

Now, it is proposed to seek members' approval through Special Resolution for the aforesaid appointment, remuneration including remuneration in the event of loss or inadequate profit, payable to Mr. Anirudh Saraswat as a Whole-time Director of the Company in terms of the applicable provisions of the Act. Broad particulars of the terms of appointment of and remuneration payable to Mr. Anirudh Saraswat are as under:

- a. **Salary, Perquisites and Allowances:** Upto Rs. 8 Crore (Rupees Eight Crore only) per annum.
- b. The Company's contribution to superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- c. Increment in salary, perquisites and allowances and remuneration based on net profit or by way of bonus/performance linked incentive (including Target Variable pay) payable to Mr. Anirudh Saraswat, as recommended by NRC and approved by the Board, shall be within the overall limit as approved by the members.

Further the Board/NRC shall have the discretion and authority to modify the aforesaid terms and remuneration, however, within the overall limit as approved by the members. The said perquisites shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules or any statutory modification(s) or re-enactment(s) thereof.

- d. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on the Company's business and communication expenses and other related expenses shall be reimbursed at actual, being not considered as perquisites and shall be in addition to the remuneration mentioned above.
- e. The Whole-time Director shall perform his duties in the interest of the Company.
- f. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Act including related Rules and the provisions contained in the Listing Regulations.
- g. The Whole-time Director shall adhere to the Code of Conduct of the Company and shall also comply with the other policies and laws applicable on the Company.

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Pursuant to the provisions of Secretarial Standard on General Meeting (SS-2), the brief resume, nature of expertise and other details of Mr. Anirudh Saraswat are given in **Annexure-1** to the Notice.

The information as required to be disclosed as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 are given in the **Annexure-2** to the Notice.

Mr. Anirudh Saraswat is interested in the resolution set out at Item No. 2 of the Notice with regard to his appointment and payment of remuneration. The relatives of Mr. Anirudh Saraswat may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mr. Anirudh Saraswat is not related to any other Director of the Company

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution set out in Item no. 2 of this Notice for your approval as **Special Resolution**.

ITEM NO. 3

Mr. Rupal Gupta aged 40 years is Managing Director & CEO of the company. He is An Enthusiastic Leader with passionate thoughts and 17 years of industrial experience. Mr. Rupal Gupta is performing his duties effectively and meeting targets of the Company. In order to recognize the efforts of Mr. Gupta and to reward him it is being proposed to revise his remuneration in accordance with the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The proposed revision in remuneration will be effective from May 28, 2025, and shall continue for the remaining tenure of his appointment, ending on March 26, 2028, subject to the approval of the shareholders in the general meeting.

The aforesaid increase in remuneration also reviewed by the Nomination and Remuneration Committee and Audit Committee in their respective meetings held on 28th May 2025 and based on which the Board approved the said increase in remuneration subject to the approval of the members.

Now, it is proposed to seek members' approval through Special Resolution for the aforesaid increase in remuneration including remuneration in the event of loss or inadequate profit, payable to Mr. Rupal Gupta, Managing Director of the Company in terms of the applicable provisions of the Act. Broad particulars of revised remuneration payable to Mr. Rupal Gupta are as under:

- a. **Salary, Perquisites and Allowances:** Upto Rs. 8 Crore (Rupees Eight Crore only) per annum.
- b. The Company's contribution to superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

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- c. Increment in salary, perquisites and allowances and remuneration based on net profit or by way of bonus/performance linked incentive (including Target Variable pay) payable to Mr. Parveen Kumar, as recommended by NRC and approved by the Board, shall be within the overall limit as approved by the members.

Further the Board/NRC shall have the discretion and authority to modify the aforesaid terms and remuneration, however, within the overall limit as approved by the members. The said perquisites shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules or any statutory modification(s) or re-enactment(s) thereof.

- d. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on the Company's business and communication expenses and other related expenses shall be reimbursed at actual, being not considered as perquisites and shall be in addition to the remuneration mentioned above.

Mr. Rupal Gupta is interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment and payment of remuneration. The relatives of Mr. Rupal Gupta may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mr. Rupal Gupta is not related to any other Director of the Company

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution set out in Item no. 3 of this Notice for your approval as **Special Resolution**.

ITEM NO. 4 & 5.

The Members are informed that the Company proposes to introduce a new Employee Stock Option Scheme titled "Oriana Employees Stock Option Scheme 2025 ("Scheme)" with the objective of attracting, retaining, motivating, and rewarding employees and directors (excluding Promoter Group and Independent Directors) by providing them with an opportunity to share in the growth of the Company and create long-term wealth.

The Members may note that Stock Options are widely recognized as a strategic tool to align employees' interests with that of the Company and its shareholders. The Scheme is also intended to foster a sense of ownership, enhance individual performance, and ultimately improve the overall financial performance of the Company.

The aforesaid proposal reviewed by the Nomination and Remuneration Committee (NRC) in its meetings held 28th May, 2025. Basis the recommendation of NRC, the Board has approved to grant upto **2,03,190 options** under Scheme, exercisable into 2,03,190 Equity Shares of face value of Rs. 10 each (being 1% of paid-up share capital of the Company approx.). Each option shall entitle the holder to subscribe to one fully paid-up equity share of ₹10 each, subject to terms as may be determined under the Scheme.

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As per the provisions of Regulation 6 of SBEB Regulations, no scheme shall be offered to employees of a company unless the shareholders of the company approve it by passing a special resolution. Further approval of shareholders by way of separate special resolution shall be obtained by the company in case of grant of option or other benefits to employees of subsidiary, associate, group or holding company of the Company.

Therefore, the approval of Shareholders is being sought by way of Special Resolution for adoption of Oriana Employees Stock Option Scheme 2025 (Scheme) of the Company and the grant of Options to eligible employees of the Company and extending the benefit of such scheme for or to the benefit of eligible employees of subsidiary companies, associate companies and group companies of the Company so as to foster a unified corporate culture, aligns their interests with the overall success of the Company, and incentivizes contributions that drive value across the entire group.

The Scheme is being formulated in accordance with the SBEB Regulations. The salient features of the Scheme and other details as required under section 62(1)(b) of the Act and Regulation 6(2) of SBEB Regulations, as amended are given below:

1	Brief description of the Scheme	<p>On the recommendations of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board') of the Company have approved the formulation of the Scheme, with the authority to grant Options aggregating 2,03,190 (Two Lakh Three Thousand One Hundred Ninety Only) corresponding to 2,03,190 (Two Lakh Three Thousand One Hundred Ninety Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, in one or more tranches.</p> <p>The objects of the Scheme are to attract, retain and reward the employees. This Scheme could promote sense of ownership and participation amongst the employees. This Scheme is envisaged to help the Company to attract and appropriately motivate the employees who would in turn, create shareholder value creation over the long term.</p> <p>This Scheme envisages to cover not only the employees of the Company but also of its existing/future subsidiaries, associate entities including group companies, who would be responsible.</p> <p>Members belonging to the Promoter group are excluded from this Scheme.</p>
2	Total number of stock options to be granted	<p>It is proposed to grant options upto 2,03,190 corresponding to 2,03,190 Equity Shares of ₹ 10/- (Rupees Ten Only) each, being 1% (approx.) of the paid-up share capital of the Company as on March 31, 2025, in one or more tranches.</p>

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		(Options will be proportionately adjusted due to corporate action(s), if any).
3	Identification of classes of employees entitled to participate in Scheme and be beneficiaries in the Scheme.	<p>The Identification of Employees to whom the Option would be granted, and their Eligibility Criteria shall be determined by the Nomination and Remuneration Committee (i.e being Compensation Committee/NRC). The Eligibility Criteria may be based on such factors as mentioned in this Scheme as well as designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the NRC at its sole discretion, from time to time.</p> <p>Following classes of Employee are entitled to participate in the Scheme:</p> <p>an employee as designated by the Company, who is exclusively working in India or outside India; or a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or an employee as defined in sub-clauses (i) or (ii), of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding company of the company.</p> <p>but does not include:</p> <p>an employee who is a promoter or a person belonging to the promoter group; or a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.</p>
4	Requirements of vesting and period of vesting	<p>The Options granted shall vest so long as an employee continues to be in the employment of the Company/Group Company including Associate/Holding/Subsidiary Company, as the case may be.</p> <p>Vesting of Options may happen in one or more tranches. The Vesting Conditions and vesting schedule subject to which Vesting would take place shall be outlined in the Letter of Grant given to the</p>

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		<p>Grantee at the time of Grant of such Options. Notwithstanding anything contained in this Scheme, there shall be a minimum Vesting Period of One (1) year and the maximum Vesting Period of an Option granted shall not be greater than Four (4) years from the date of Grant.</p> <p>Subject to the minimum and maximum Vesting Period, the NRC shall have the sole discretion to decide upon the Vesting Period in respect of Options to be granted to any Eligible Employee.</p> <p>An indicative Vesting Schedule of the Options Granted shall be as under:</p> <table><tr><th>Date of Vesting</th><th>Percentage of the Option to be Vested</th></tr><tr><td>At the end of 1st year from the Date of Grant</td><td>25%</td></tr><tr><td>At the end of 2nd year from the Date of Grant</td><td>25%</td></tr><tr><td>At the end of 3rd year from the Date of Grant</td><td>25%</td></tr><tr><td>At the end of 4th year from the Date of Grant</td><td>25%</td></tr></table> <p>In case of death of employee during the employment of the Company, all Unvested Options as on the date of death of the Grantee shall be deemed to be vested immediately.</p> <p>In case of termination of employment due to Permanent Incapacity caused to the employee during the employment of the Company, All Unvested Options as on the date of incurring such disability shall be deemed to be vested immediately.</p>	Date of Vesting	Percentage of the Option to be Vested	At the end of 1st year from the Date of Grant	25%	At the end of 2nd year from the Date of Grant	25%	At the end of 3rd year from the Date of Grant	25%	At the end of 4th year from the Date of Grant	25%
Date of Vesting	Percentage of the Option to be Vested											
At the end of 1st year from the Date of Grant	25%											
At the end of 2nd year from the Date of Grant	25%											
At the end of 3rd year from the Date of Grant	25%											
At the end of 4th year from the Date of Grant	25%											
5	Maximum period within which the options shall be vested	Maximum Vesting Period of an Option granted shall not be greater than Four (4) years from the date of Grant.										
6	Exercise Price or the formula for arriving at the same.	The exercise price of Options shall be the face value of the Equity Shares of the Company, which is Rs. 10/- (Rupees Ten only) each at present.										
7	Exercise period and process for exercise.	The Exercise period shall not be more than 4 (Four) years from the date of respective vesting of Options.										

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		<p>The Grantee may Exercise the Vested Options, in part or in whole, at any time, in accordance with the Scheme, by giving a notice in writing to the Company along with the Exercise Price on or before expiration of the Exercise Period.</p> <p>The Company intends to ensure that the Exercise Period should provide a flexibility to an Option Grantee to exercise the Option in a manner that enables him/her to effectively discharge the tax obligations but at the same it doesn't create any financial burden on the Option Grantee.</p> <p>Options shall lapse if not exercised within the Exercise Period and will be added back to the Ceiling.</p>
8	Appraisal process for determining the eligibility of employees for the Scheme.	<p>The appraisal process for determining the eligibility of employees for grant of Options under the Scheme shall be decided by the NRC after examining and evaluating overall group corporate/individual performance, inter alia, taking into consideration the length of service, grade, performance, merit, key position, future potential contribution, conduct of the employee, terms of the employment contract and such other factors as may be deemed appropriate by it.</p> <p>Stock Options may also be granted to Eligible Employees at the time of their joining.</p>
9	Maximum number of Options to be issued per employee and in aggregate.	<p>The maximum number of Options that may be granted per eligible employee under Scheme shall be determined by the NRC on case-to-case basis and aggregate Options that may be granted to all eligible employees shall not exceed 2,03,190 (Two Lakh Three Thousand One Hundred Ninety Only) Options being 1% (approx.) of the paid-up share capital of the Company as on March 31, 2025.</p>
10	Maximum quantum of benefits to be provided per employee under the Scheme.	<p>The maximum quantum of benefits to be granted to an Eligible Employee under the Scheme, will be the difference between the fair value of shares as on the date of exercise and exercise price paid by the Option Grantee, subject to applicable taxes.</p> <p>Shareholder rights such as Dividends, Voting etc. will be available to the eligible employees only after Shares are issued and allotted upon Exercise of Vested Options.</p>

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11	Whether Scheme is to be implemented and administered directly by the Company or through a Trust.	The Scheme will be implemented and administered directly by the Company through the NRC.
12	Whether Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both.	The Scheme involves only fresh issue of Equity Shares by the Company.
13	The amount of loan to be provided for implementation of Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.	Not applicable, as Scheme is not being implemented through a Trust.
14	Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of Scheme.	Not applicable, as Scheme is not being implemented through a Trust.
15	Compliance with Accounting policies.	In compliance with Regulation 15 of the SBEB Regulations, the Company shall comply with the applicable disclosure requirements, accounting policies and accounting standards as issued by the competent/relevant authorities from time to time.
16	Method which the Company shall use to value its options.	The Options granted in terms of this Scheme is accounted for under the Fair Value Method or such other method in accordance with the SBEB Regulations.
17	Lock-in period if any.	<p>The equity shares issued pursuant to the exercise of Options shall not be subject to any lock-in period.</p> <p>The Options granted to a Grantee shall not be transferred (except in case of death), assigned, alienated, pledged, attached, hypothecated, mortgaged, sold or otherwise alienated in any other manner.</p>
18	Terms & Conditions for buyback, if any, of specified securities covered under the regulations	None.

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None of the Directors/Key Managerial Personnel or their relatives are interested in or concerned, financially or otherwise in the above Resolutions as set out in Item Nos. 4&5 of this Notice, except to the extent of their shareholding, if any, in the Company and number of Options which may be granted to them, if any, under the Scheme.

The Board of Directors recommends the resolutions set out in Item no. 4&5 of this Notice for your approval as **Special Resolution**.

By Order of the Board of Directors
For ORIANA POWER LIMITED

Sd/-

Tanvi Singh
Company Secretary
Membership No. A69061

Date: 28-05-2025
Place: Noida

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Annexure - 1

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed/re-appointed:

Name of Director	Mr. Parveen Kumar (DIN: 08003302)	Mr. Anirudh Saraswat (DIN: 06472271)	Mr. Rupal Gupta (DIN: 08003344)
i) Date of Birth/Age	21 st July, 1985	15 th December, 1985	29 th January, 1985
ii) Brief Profile / Qualification / Experience	<p>Mr. Parveen Kumar, aged 39 years, is Executive Director of the Company. He is an Innovative Leader with technique as his arm and has been capturing the market since last 17 years in Solar Industry, with vast knowledge and experience of solar products. He holds bachelor degree in Electrical Engineering, He started his career as Research Associate with MNRE R&D Centre at Solar Energy Centre (currently known as NISE).</p> <p>He oversees the technology and development activities at the Company and collaborates closely with a group of over 30+ engineers and technicians to design and implement cuttingedge solar solutions that assist our clients in achieving their energy objectives. Prior to Joining Company, he was an important part of Lanco Solar's technology and development team, where he contributed significantly to the creation and application of cutting-edge solar</p>	<p>Mr. Anirudh Saraswat, aged 39 years, is an Executive Director of the Company. He is a visionary leader specializing in Strategy, Investor relations and fundraising. He is having 16 years vast experience in Solar Industry He is Chemical Engineering graduate from Punjab University (2008). He has been instrumental in pioneering renewable energy and has a passion for scaling businesses sustainably. He has an extensive exposure in the manufacturing industry, new product development and scalability.</p>	<p>Mr. Rupal Gupta aged 40 years is Managing Director & CEO of the company. He is An Enthusiastic Leader with passionate thoughts and 17 years of industrial experience. He has vast knowledge of Instrumentation, Weather monitoring, Data Forecasting and Manufacturing of Electrical panels. He has been very successful in setting up of world class manufacturing units in electrical industry. Currently, he is heading the Solar Distribution, Product sales and overall operations of the company.</p>

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Name of Director	Mr. Parveen Kumar (DIN: 08003302)	Mr. Anirudh Saraswat (DIN: 06472271)	Mr. Rupal Gupta (DIN: 08003344)
	solutions for companies all over the world.		
iii) Terms and Conditions of appointment / re-appointment	Mr. Parveen Kumar is liable to retire by rotation. Rest of Terms & conditioned are mentioned in Explanatory Statement.	Mr. Anirudh Saraswat is liable to retire by rotation. Rest of Terms & conditioned are mentioned in Explanatory Statement.	Not Applicable.
iv) Details of Remuneration sought to be paid	As set out in the explanatory statement.	As set out in the explanatory statement.	As set out in the explanatory statement.
v) Last Remuneration drawn	Rs. 1,20,00,000/- per annum	Rs. 1,20,00,000/- per annum	Rs. 1,20,00,000/- per annum
vi) Date of first appointment on the Board	30 th November, 2017	18 th April, 2019	30 th November, 2017
vii) No. of shares held	39,26,800	39,26,600	39,26,600
viii) Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Parveen Kumar is not related to any other Director and KMPs of the Company.	Mr. Anirudh Saraswat is not related to any other Director and KMPs of the Company.	Mr. Rupal Gupta is not related to any other Director and KMPs of the Company.
ix) No. of Board Meetings attended/ held during Financial Year 24-25	7 out of 7	7 out of 7	7 out of 7
x) Directorships held in other companies	1. OPPL GUJ SPV PRIVATE LIMITED 2. OPPL DEL1 SPV PRIVATE LIMITED 3. ZANSKAR SOLAR RAJ PRIVATE LIMITED 4. OPPL SPV CG PRIVATE	1. OPPL ASSETS PRIVATE LIMITED 2. TRUERE SPV PRIVATE LIMITED 3. TRUERE100 ENERGY PRIVATE LIMITED 4. SOLARITHIC POWER	1. ORITECH POWER PRIVATE LIMITED 2. OPPL DEL1 SPV PRIVATE LIMITED 3. OPPL GUJ SPV PRIVATE LIMITED

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Name of Director	Mr. Parveen Kumar (DIN: 08003302)	Mr. Anirudh Saraswat (DIN: 06472271)	Mr. Rupal Gupta (DIN: 08003344)
	LIMITED	SPV PRIVATE LIMITED	
	5. OPWR DEL SPV PRIVATE LIMITED	5. OPAR SPV PRIVATE LIMITED	4. ZANSKAR SOLAR RAJ PRIVATE LIMITED
	6. OPPL DEL SPV PRIVATE LIMITED	6. SOLUXE POWER SPV PRIVATE LIMITED	5. ASHLYN DEL SPV PRIVATE LIMITED
	7. KAMET SOLAR SPV PRIVATE LIMITED	7. TRUERE SOLUTIONS PRIVATE LIMITED	6. TRUERE SPLITWATERS PRIVATE LIMITED
	8. ZANSKAR SOLAR SPV PRIVATE LIMITED	8. TRUERE DEL PRIVATE LIMITED	7. EWE MOBILITY PRIVATE LIMITED
	9. ASHLYN SOLAR SPV PRIVATE LIMITED	9. TRUERE SPLITWATERS PRIVATE LIMITED	8. OPWR DEL SPV PRIVATE LIMITED
	10. OPPL TELN SPV PRIVATE LIMITED	10. TRUERE E FUELS PRIVATE LIMITED	9. OPPL SPV CG PRIVATE LIMITED
	11. ASHLYN DEL SPV PRIVATE LIMITED	11. EWE MOBILITY PRIVATE LIMITED	10. OPPL DEL SPV PRIVATE LIMITED
	12. EWE MOBILITY PRIVATE LIMITED	12. TRUERE SPLITWATERS 1 PRIVATE LIMITED	11. KAMET SOLAR SPV PRIVATE LIMITED
	13. TRUERE SPLITWATERS 1 PRIVATE LIMITED		12. ZANSKAR SOLAR SPV PRIVATE LIMITED
	14. RAP SOLAR PRIVATE LIMITED		13. ASHLYN SOLAR SPV PRIVATE LIMITED 14. TRUERE SOLUTIONS PRIVATE LIMITED

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Name of Director	Mr. Parveen Kumar (DIN: 08003302)	Mr. Anirudh Saraswat (DIN: 06472271)	Mr. Rupal Gupta (DIN: 08003344)
			15. OPPL TELN SPV PRIVATE LIMITED 16. TRUE E FUELS PRIVATE LIMITED
xi) Chairman/ Member of the Committee of the Board of Directors of the Company	Member: CSR Committee Member: Stakeholder Relationship Committee Member: Operations Committee	Member: Audit Committee	Member: CSR Committee Member: Operations Committee
xii) Committees position held in other Companies	None	None	None
xiii) Resignation from listed entities in the past three years	None	None	None

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

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Annexure-2

Statement of information/details for the Members pursuant to Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information

(i) Nature of industry – Solar Energy

Oriana Power Limited specializes in providing solar energy solutions to industrial and commercial customers. We offer low carbon energy solutions by installing on-site solar projects such as rooftop and ground-mounted systems, as well as off-site solar farms i.e. Open access. Our business operations are primarily divided into two segments: Capital Expenditure (CAPEX) and Renewable Energy Service Company (RESCO).

(ii) Date or expected date of commencement of commercial production – The Company was incorporated on February 21, 2013, and it commenced its operation in 2013.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable

(iv) Financial performance (on standalone basis) based on given indicators as per Audited Financial Results for the year ended March 31, 2025:

(Rs. in Lakhs)		
Particulars	FY 2024-25	FY 2023-24
Profit/Loss before Tax	22,194.95	7,559.90
Profit/Loss after Tax	16,334.91	5,513.27
Earnings per share(EPS) (INR)	81.92	33.93
Revenue from Operations	1,01,867.31	37,731.44

(v) Foreign investments or collaborations, if any: None

II. Information about the appointee: –

A. (Mr. Parveen Kumar)

(i) Date of Birth: 21st July 1985

(ii) Experience and Background details: Provided in Annexure-1

(iii) Past remuneration: Rs. 1,20,00,000/- per annum.

(iv) Recognition or awards: None

(v) Job profile and suitability: Whole-time Director

(vi) Terms and Conditions of Appointment including remuneration proposed: As provided in

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the Explanatory statement.

- (vii) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Keeping in view the profile and the position of Whole-time Director and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.
- (viii) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Apart from the remuneration and perquisites paid/payable to him as Executive/Whole-Time Director as stated above and his respective shareholding held directly or indirectly in the Company, he does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel or other director of the Company.

B. (Mr. Anirudh Saraswat)

- (i) **Date of Birth:** 15th December, 1985
- (ii) **Experience and Background details:** Provided in Annexure-1
- (iii) **Past remuneration:** Rs. 1,20,00,000/- per annum.
- (iv) **Recognition or awards:** None
- (v) **Job profile and suitability:** Whole-time Director
- (vi) **Terms and Conditions of Appointment including remuneration proposed:** As provided in the Explanatory statement.
- (vii) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Keeping in view the profile and the position of Whole-time Director and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.
- (viii) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Apart from the remuneration and perquisites paid/payable to him as Executive/Whole-Time Director as stated above and his respective shareholding held directly or indirectly in the Company, he does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel or other director of the Company.

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C. (Mr. Rupal Gupta)

- (i) **Date of Birth:** 29th January, 1985
- (ii) **Experience and Background details:** Provided in Annexure-1
- (iii) **Past remuneration:** Rs. 1,20,00,000/- per annum.
- (iv) **Recognition or awards:** None
- (v) **Job profile and suitability:** Managing Director and CEO
- (vi) **Terms and Conditions of Appointment including remuneration proposed:** As provided in Explanatory Statement.
- (vii) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Keeping in view the profile and the position of Managing Director and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.
- (viii) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Apart from the remuneration and perquisites paid/payable to him as Managing Director as stated above and his respective shareholding held directly or indirectly in the Company, he does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel or other director of the Company.

III. Other information:

- (i) **Reasons for loss or inadequate profits:** On a Standalone basis, the Company achieved a Revenue from Operations of Rs. 1018 Crores and Profit After Tax (PAT) of Rs. 163 Crores, for the financial year 24-25 as compared to Revenue of Rs. 377 Crores and Profit After Tax (PAT) of Rs. 55 Crores during the Financial Year 23-24. The Company shown marvellous achievements during FY 24-25.

As a matter of abundant precaution, the Special Resolutions mentioned under item No. 1,2 &3 has been proposed in compliance with the provisions of the Act read with Schedule V to the Act.

- (ii) **Steps taken or proposed to be taken for improvement:** The Company will initiate various cost-optimisation measures including curbing discretionary expenses, divestment of non-core identified business, simplification of non-operational entities and digitalization drive across the organisation to enhance productivity, optimization of finance cost with the bankers, improved terms & conditions with the vendors, etc. apart from various strategies to improve the financial performance of the Company.
- (iii) **Expected increase in productivity and profits in measurable terms:** The productivity will increase with the pickup in revenue and Company will attain more reasonable profits in near future. The Company remains committed to enhancing productivity and consistently implements measures to improve both efficiency and profitability. Management is confident in the Company's ability to achieve sustained revenue growth in the future.

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IV. Disclosures:

The prescribed disclosures with respect to elements of remuneration package, details of fixed component and performance linked incentives, performance criteria, service contracts, notice period, severance fees and other relevant details of all the Directors, as applicable, shall be disclosed in the Board's Report for the Financial Year 2024-25.

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