

**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)**

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Thursday, March 26, 2026, at 9:00 a.m. (IST)	Friday, April 24, 2026, 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. 03/2025 dated September 22, 2025 ('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](http://www.orianapower.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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](http://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, March 26, 2026 and ends at 5:00 p.m. (IST) on Friday, April 24, 2026.**

Pursuant to the Rule 22 (5) of the Rules, the Board of Directors at its meeting held on 10<sup>th</sup> March 2026 has approved the appointment of Ms. Rubina Vohra, Proprietor of M/s. Rubina Vohra & Associates,

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Practicing Company Secretary, Noida (U.P.) (Membership No. F9277 and Certificate of Practice No. 10930) as the Scrutinizer (“Scrutinizer”) to scrutinize the postal ballot remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit her report to the Chairman of the Meeting, or any person authorized by the Chairman of the Meeting 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](http://www.orianapower.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The last date of remote e-voting, i.e. Friday, April 24, 2026 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

#### 1. MATERIAL RELATED PARTY TRANSACTIONS WITH TRUERE CURRENT PRIVATE LIMITED

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

“**RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 (‘the Act’) read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited (‘the Company’) and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with Truere Current Private Limited (‘Current’), a subsidiary of the Company and accordingly, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Current, for an aggregate value up to Rs. 500 Crores (category wise transaction value defined in explanatory statement), for sale of goods and rendering of services [Engineering, Procurement and Construction (EPC)], investment in securities, granting corporate guarantee, pledging of securities and giving loans for the purpose of business, notwithstanding the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set out in the Explanatory Statement annexed to this Notice, whether individually and/or in aggregate may exceed materiality threshold calculated as per the last audited consolidated financial statements of the Company as per

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applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

## **2. MATERIAL RELATED PARTY TRANSACTIONS WITH TRUERE COSMIC PRIVATE LIMITED**

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

“**RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited ('the Company') and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/ arrangement(s)/ transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with Truere Cosmic Private Limited ('Cosmic'), a wholly owned subsidiary of the Company and accordingly, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Cosmic, for an aggregate value up to Rs. 1300 Crores (category wise transaction value defined in explanatory statement), for sale of goods and rendering of services [Engineering, Procurement and Construction (EPC)], investment in securities, granting corporate guarantee, pledging of securities and giving loans for the purpose of business, notwithstanding the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set out in the Explanatory Statement annexed to this Notice, whether individually and/or in aggregate may exceed materiality threshold calculated as per the last audited consolidated financial statements of the Company as per

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applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

### **3. MATERIAL RELATED PARTY TRANSACTIONS WITH TRUERE GALAXY PRIVATE LIMITED**

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

“**RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited ('the Company') and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with TrueRE Galaxy Private Limited ('Galaxy'), a subsidiary of the Company and accordingly, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Galaxy, for an aggregate value up to Rs. 70 Crores (category wise transaction value defined in explanatory statement), for sale of goods and rendering of services [Engineering, Procurement and Construction (EPC)], investment in securities, granting corporate guarantee, pledging of securities and giving loans for the purpose of business, notwithstanding the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set out in the Explanatory Statement annexed to this Notice, whether individually and/or in aggregate may exceed materiality threshold calculated as per the last audited consolidated financial statements of the Company as per

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applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

#### **4. MATERIAL RELATED PARTY TRANSACTIONS WITH TRUERE GREEN PRIVATE LIMITED**

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

“**RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited ('the Company') and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with Truere Green Private Limited ('Green'), a wholly owned subsidiary of the Company and accordingly, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Green, for an aggregate value up to Rs. 300 Crores (category wise transaction value defined in explanatory statement), for sale of goods and rendering of services [Engineering, Procurement and Construction (EPC)], investment in securities, granting corporate guarantee, pledging of securities and giving loans for the purpose of business, notwithstanding the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set out in the Explanatory Statement annexed to this Notice, whether individually and/or in aggregate may exceed materiality threshold calculated as per the last audited consolidated financial statements of the Company as per

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applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

## 5. MATERIAL RELATED PARTY TRANSACTIONS WITH TRUERE GUJ SPV PRIVATE LIMITED

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

“**RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited ('the Company') and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with Truere Guj SPV Private Limited ('Guj SPV'), a subsidiary of the Company and accordingly, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Guj SPV, for an aggregate value up to Rs. 700 Crores (category wise transaction value defined in explanatory statement), for sale of goods and rendering of services [Engineering, Procurement and Construction (EPC)], investment in securities, granting corporate guarantee, pledging of securities and giving loans for the purpose of business, notwithstanding the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set out in the Explanatory Statement annexed to this Notice, whether individually and/or in aggregate may exceed materiality threshold calculated as per the last audited consolidated financial statements of the Company as per

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applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

## **6. MATERIAL RELATED PARTY TRANSACTIONS WITH TRUERE MOUNTAIN PRIVATE LIMITED**

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

“**RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited ('the Company') and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with Truere Mountain Private Limited ('Mountain'), a wholly owned subsidiary of the Company and accordingly, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Mountain, for an aggregate value up to Rs. 300 Crores (category wise transaction value defined in explanatory statement), for sale of goods and rendering of services [Engineering, Procurement and Construction (EPC)], investment in securities, granting corporate guarantee, pledging of securities and giving loans for the purpose of business, notwithstanding the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set out in the Explanatory Statement annexed to this Notice, whether individually and/or in aggregate may exceed materiality threshold calculated as per the last audited consolidated financial statements of the Company

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as per applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

## **7. MATERIAL RELATED PARTY TRANSACTIONS WITH TRUERE OCEAN PRIVATE LIMITED**

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

**"RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited ('the Company') and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with Truere Ocean Private Limited ('Ocean'), a wholly owned subsidiary of the Company and accordingly, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Ocean, for an aggregate value up to Rs. 300 Crores (category wise transaction value defined in explanatory statement), for sale of goods and rendering of services [Engineering, Procurement and Construction (EPC)], investment in securities, granting corporate guarantee, pledging of securities and giving loans for the purpose of business, notwithstanding the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set out in the Explanatory Statement annexed to this Notice, whether individually and/or in aggregate may exceed

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materiality threshold calculated as per the last audited consolidated financial statements of the Company as per applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

#### **8. MATERIAL RELATED PARTY TRANSACTIONS WITH TRUERE SOCIAL PRIVATE LIMITED**

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

**"RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited ('the Company') and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with Truere Social Private Limited ('Social'), a wholly owned subsidiary of the Company and accordingly, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Social, for an aggregate value up to Rs. 250 Crores (category wise transaction value defined in explanatory statement), for sale of goods and rendering of services [Engineering, Procurement and Construction (EPC)], investment in securities, granting corporate guarantee, pledging of securities and giving loans for the purpose of business, notwithstanding the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set out in the Explanatory

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Statement annexed to this Notice, whether individually and/or in aggregate may exceed materiality threshold calculated as per the last audited consolidated financial statements of the Company as per applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

#### 9. MATERIAL RELATED PARTY TRANSACTIONS WITH TRUERE SURYA PRIVATE LIMITED

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

**"RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited ('the Company') and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with Truere Surya Private Limited ('Surya'), a subsidiary of the Company and accordingly, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Surya, for an aggregate value up to Rs. 1350 Crores (category wise transaction value defined in explanatory statement), for sale of goods and rendering of services [Engineering, Procurement and Construction (EPC)], investment in securities, granting corporate guarantee, pledging of securities and giving loans for the purpose of business, notwithstanding the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set out in the Explanatory Statement annexed to this

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Notice, whether individually and/or in aggregate may exceed materiality threshold calculated as per the last audited consolidated financial statements of the Company as per applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

#### **10. MATERIAL RELATED PARTY TRANSACTIONS WITH IMPERIAL NATURE PRIVATE LIMITED**

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

**"RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited ('the Company') and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with Imperial Nature Private Limited ('Imperial Nature') , a subsidiary of the Company and accordingly, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Imperial Nature, for an aggregate value up to Rs. 150 Crores (category wise transaction value defined in explanatory statement), for sale of goods and rendering of services [Engineering, Procurement and Construction (EPC)], investment in securities, granting corporate guarantee, pledging of securities and giving loans for the purpose of business, notwithstanding the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set

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out in the Explanatory Statement annexed to this Notice, whether individually and/or in aggregate may exceed materiality threshold calculated as per the last audited consolidated financial statements of the Company as per applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

## **11. MATERIAL RELATED PARTY TRANSACTIONS WITH TRUERE KNIGHT PRIVATE LIMITED**

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

“**RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited ('the Company') and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with Truere Knight Private Limited ('Knight'), a wholly owned subsidiary of the Company and accordingly, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Knight, for an aggregate value up to Rs. 2250 Crores (category wise transaction value defined in explanatory statement), for sale of goods and rendering of services [Engineering, Procurement and Construction (EPC)], investment in securities, granting corporate guarantee, pledging of securities and giving loans for the purpose of business, notwithstanding

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the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set out in the Explanatory Statement annexed to this Notice, whether individually and/or in aggregate may exceed materiality threshold calculated as per the last audited consolidated financial statements of the Company as per applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

## **12. MATERIAL RELATED PARTY TRANSACTIONS WITH ORIANA USOLAR JOINT VENTURE PRIVATE LIMITED**

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

**"RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited ('the Company') and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with Oriana Usolar Joint Venture Private Limited ('Usolar'), a subsidiary of the Company and accordingly, a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Usolar, for an aggregate value up to Rs. 1046 Crores (category wise transaction value defined in explanatory statement), for sale of goods and rendering of services [Engineering, Procurement and Construction (EPC)] and giving loans for the purpose of

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business, notwithstanding the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set out in the Explanatory Statement annexed to this Notice, whether individually and/or in aggregate may exceed materiality threshold calculated as per the last audited consolidated financial statements of the Company as per applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

### **13. MATERIAL RELATED PARTY TRANSACTIONS WITH NEXAUM ENERGY PRIVATE LIMITED**

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

**"RESOLVED THAT** pursuant to section 188 and other applicable sections of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Policy on Related Party Transactions of Oriana Power Limited ('the Company') and upon the recommendation and approval of Audit Committee and Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, continue, renew, ratify, extend or modify contract(s)/arrangement(s)/transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in explanatory statement annexed to this notice, with Nexaum Energy Private Limited ('Nexaum'), a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Nexaum, for purchase of goods (i.e. Solar Module, Balance of System ("BOS") etc.) for an aggregate value up to Rs. 300 Crores, for the purpose of business, notwithstanding the fact that such contract(s)/ arrangement(s)/ transaction(s), as more specifically set out in the Explanatory Statement annexed to this Notice, whether

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individually and/or in aggregate may exceed materiality threshold calculated as per the last audited consolidated/standalone financial statements of the Company as per applicable law/ regulations from time to time, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board or any other official as authorised by the Board, be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising, varying, amending and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to delegate all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

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

Sd/-

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

**Date: March 25, 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

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e-mail IDs are registered with the Company/ Depositories as on the **cut-off date** i.e., Friday, March 20, 2026. 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 Form ISR-1 which is 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 at email id [admin@skylinerta.com](mailto:admin@skylinerta.com) or to the Company at the email id [cs@orianapower.com](mailto: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 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 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, March 26, 2026 at 9:00 a.m. (IST) and concludes on Friday, April 24, 2026 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, April 26, 2026.
8. This Notice is also available on the Company's website i.e. [www.orianapower.com](http://www.orianapower.com) and also on the website of stock exchange i.e. [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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.

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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](http://www.nseindia.com)) and additionally be uploaded on the Company's website [www.orianapower.com](http://www.orianapower.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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](mailto: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:

**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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting

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	<p>page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> </ol>

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	<ol style="list-style-type: none"> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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.**

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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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.
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 138953 then user ID is 138953 0001***

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

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- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

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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](mailto:rrassociatenoida@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://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](http://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](mailto: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](mailto: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](mailto:cs@orianapower.com). If you are an Individual shareholders holding securities in demat mode, you

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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](mailto: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 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1 to 12**

#### **Brief about business of the Company in context of proposed Related Party Transactions:**

The Company operates in the renewable energy sector, providing integrated solar and battery energy storage system (BESS) solutions to commercial, industrial, and utility customers across India. Its capabilities span the entire project lifecycle, including project design, engineering, procurement and construction (EPC), commissioning, and long-term operations and maintenance (O&M), enabling it to deliver comprehensive and reliable energy solutions.

The Company executes projects under two primary business models—OPEX and CAPEX—allowing flexibility to cater to diverse customer requirements. Under the OPEX model, the Company designs, procures, and installs solar and BESS systems for customers, who retain ownership of the assets and benefit from turnkey project execution. Under the CAPEX model, the Company develops, owns, and operates renewable energy assets through its project entities and supplies electricity to customers under long-term power purchase agreements (PPAs).

For projects developed under the CAPEX model, the Company typically adopts a project-based structure through special purpose vehicles (SPVs). Each SPV is established for a specific project and is responsible for owning and operating the corresponding solar or BESS asset. This structure enables efficient execution, enhances operational focus, and allows for effective risk management through ring-fencing of project-level exposures. It also facilitates access to project-specific financing from financial institutions and provides flexibility for potential asset monetization through sale to third parties, in line with the Company's capital recycling strategy.

As part of its project development activities, the Company invests in these SPVs in accordance with the requirements of the lenders under the project financing documents and provides a range of operational and financial support.

#### **Brief on Proposed Related Party Transactions:**

As outlined above, the Company undertakes EPC, commissioning, and operation and maintenance services for solar power/BESS plants and executes renewable energy projects through SPVs incorporated for specific projects. Such SPVs are typically subsidiary entities established for developing, owning, and operating solar power/BESS plants, and for entering into project-specific financing arrangements and long-term PPAs with customers.

In order to facilitate the development, implementation, and operation of these projects, the Company, in the ordinary course of its business, enters into certain transactions with such SPVs. These transactions qualify as Related Party Transactions under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The proposed transactions broadly include the following:

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### Engineering, Procurement and Construction (EPC) Services / Sale of Goods and Rendering of Services

The Company provides EPC services to such SPVs for development and commissioning of solar power projects. This may include engineering design, procurement and supply of solar modules, inverters and other equipment, project execution, installation, commissioning and other related services necessary for the implementation of solar power plants.

### Investment in Subsidiaries (i.e. SPVs)

The Company makes investments to meet requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary.

### Provision of Loans or Financial Assistance to SPVs

The Company provides loans or other forms of financial support to such SPVs to meet regular operational expenses and other routine business obligations.

### Providing Corporate Guarantees

The Company provides corporate guarantees or other forms of credit support in favour of lenders or financial institutions to facilitate project financing for such SPVs.

All such transactions carried out in the ordinary course of business and on an arm's length basis, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.

In view of the Company's ongoing expansion plans and operational requirements, the Company proposes to enter into multiple transactions with its related parties, including transactions involving sale/purchase of goods, rendering/availing of services, investments, loans, guarantees and other transactions, as may be required from time to time, the details of which are as under:

Figures are stated upto Rs. in Crore

Related Party	Relationship	Sale of Goods and Rendering of Services (EPC)	Investment in Securities	Granting Corporate Guarantee	Pledging of Securities held in SPV	Giving Loans	Total RPT Value
TRUE RE CURRENT PVT LTD	Subsidiary	200	50	150	25.50	74.50	500
TRUE RE COSMIC PRIVATE LIMITED	Wholly Owned Subsidiary	600	150	450	76.50	23.50	1300
TRUE RE GALAXY PVT LTD	Subsidiary	20	6	14	3.06	26.94	70

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TRUERE GREEN PVT LTD	Wholly Owned Subsidiary	120	30	90	15.30	44.70	300
TRUERE GUJ SPV PVT LTD	Subsidiary	300	78	222	39.78	60.22	700
TRUERE MOUNTAIN PVT LTD	Wholly Owned Subsidiary	110	27.50	82.50	14.03	65.97	300
TRUERE OCEAN PVT LTD	Wholly Owned Subsidiary	110	27.50	82.50	14.03	65.97	300
TRUERE SOCIAL PVT LTD	Wholly Owned Subsidiary	100	25	75	12.75	37.25	250
TRUERE SURYA PVT LTD	Subsidiary	600	120	480	61.20	88.80	1,350
IMPERIAL NATURE PVT LTD	Subsidiary	60	15	45	7.65	22.35	150
TRUERE KNIGHT PVT LTD	Wholly Owned Subsidiary	1000	250	750	127.50	122.50	2250
ORIANA USOLAR JOINT VENTURE PRIVATE LIMITED	Subsidiary	1000	-	-	-	46	1046

**Legal Provisions Governing Related Party Transactions and Requirement of Members' Approval for Material RPT:**

SEBI, vide the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, has amended Regulation 23 of the Listing Regulations, pursuant to which, with effect from April 1, 2025, the provisions relating to related party transactions as stated under Regulation 23 of the Listing Regulations have become applicable to listed entities having their specified securities listed on the SME Exchange, where the paid-up equity share capital exceeds Rs. 10 crore or net worth exceeds Rs. 25 crore as on the last day of the previous financial year. To comply with the aforesaid amendments, listed entities were provided a transition period of six months from the effective date. During the first half of Financial Year 2025–26, transactions with related parties were undertaken in accordance with the applicable provisions of the Companies Act, 2013, and the Company's existing governance framework, as the Company was in a transitional phase towards alignment with the requirements of the Listing Regulations. Accordingly, the Company is now required to comply with the provisions of Regulation 23 of the Listing Regulations, in addition to the provisions of the Companies Act, 2013.

Regulation 23(4) of the Listing Regulations mandates prior approval of the Members by way of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business and on an arm's length basis. A transaction with a related party shall be considered material if the transaction(s), to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 50 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

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The consolidated turnover of the Company for the financial year 2024–25 is Rs. ~987.17 crore, and accordingly, 10% thereof amounts to Rs. ~98.72 crore. Since the materiality threshold in the present case is Rs. 50 crore (being the lower of the two thresholds), the aforesaid transaction(s) are likely to exceed and/or have exceeded the applicable materiality thresholds as mentioned above. Accordingly, as per the Listing Regulations, approval of the Members is being sought for such existing and proposed arrangements / transactions to ensure compliance with the applicable regulatory requirements.

### **Review and Recommendation by the Audit Committee and Board**

The Audit Committee and Board of Directors had, on the basis of relevant details provided by the management, as required under applicable law, at their respective meetings held on March 10, 2026, reviewed and approved the said transaction(s), subject to the approval of the Members, while noting that such transactions are in the ordinary course of business and on an arm's length basis.

The Audit Committee has also reviewed and taken note of the certificate placed before it, signed by the Managing Director and Chief Financial Officer of the Company, confirming that the terms of the proposed related party transaction(s) are in the interest of the Company.

### **Request to Members for their approval:**

The Board recommends passing the Ordinary Resolutions as set out in Item Nos. 1 to 12 of this Notice for approval by the Members of the Company.

As per the Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the relevant resolutions.

Mr. Shivam Aggarwal, Chief Financial Officer, and Ms. Tanvi Singh, Company Secretary of the Company, also hold the positions of Chief Financial Officer and Company Secretary, respectively, in TrueRE Current Private Limited, a related party. Accordingly, they may be deemed to be interested in Item No. 1 of this Notice.

Further, Mr. Rupal Gupta, Mr. Anirudh Saraswat, and Mr. Parveen Kumar each hold one share in the related parties as nominees of the Company, with whom the proposed transactions are to be entered into. The details of such shareholding are provided in Annexure-1 to this Notice.

Save and except as stated above, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 to 12 of this Notice, except to the extent of their shareholding, if any, in the Company.

The details as required under Regulation 23 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, to provide minimum information before the Audit Committee and Shareholders of the Company for approval of related party transactions ("RPT Industry Standards"), are set out in **Annexure 1** of this Notice.

**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](mailto: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.

**Item No. 13****Brief about business of the Company in context of proposed Related Party Transactions:**

The Company operates in the renewable energy sector, providing integrated solar and battery energy storage system (BESS) solutions to commercial, industrial, and utility customers across India. Its capabilities span the entire project lifecycle, including project design, engineering, procurement and construction (EPC), commissioning, and long-term operations and maintenance (O&M), enabling it to deliver comprehensive and reliable energy solutions.

The Company executes projects under two primary business models—OPEX and CAPEX—allowing flexibility to cater to diverse customer requirements. Under the OPEX model, the Company designs, procures, and installs solar and BESS systems for customers, who retain ownership of the assets and benefit from turnkey project execution. Under the CAPEX model, the Company develops, owns, and operates renewable energy assets through its project entities and supplies electricity to customers under long-term power purchase agreements (PPAs).

In the course of executing solar EPC projects, the Company is required to procure various critical equipment and materials that constitute the core infrastructure of solar photovoltaic power plants, including solar photovoltaic modules, inverters, module mounting structures, transformers, cables, and other electrical and mechanical components. Among these, solar modules and Balance of System ("BOS") components constitute the most essential elements of a solar power plant, as they collectively enable the generation, transmission, and integration of electricity from solar energy. Solar modules convert sunlight into electricity, while BOS components include electrical systems, mounting structures, cabling, junction boxes, switchgear, monitoring systems, ACDB panels, metering panels, auxiliary panels, and other infrastructure necessary for the installation, interconnection, and operation of the solar power plant.

Accordingly, the timely procurement of high-quality solar modules and BOS components forms an integral and indispensable part of the Company's EPC and project development activities, as these materials are required for the construction, installation, and commissioning of solar power projects undertaken by the Company for its customers, as well as for projects implemented through its SPVs.

**Brief on Proposed Related Party Transactions:**

In order to execute its ongoing and upcoming solar EPC projects and renewable energy installations, the Company is required to procure solar photovoltaic modules and BOS components on a regular basis. Solar modules are the primary electricity-generating units of a photovoltaic system, while BOS components comprise the supporting infrastructure required for the safe installation and efficient operation of solar power plants. These components together form the core equipment required for the development and commissioning of solar photovoltaic projects.

Given the scale and pipeline of solar EPC projects undertaken by the Company, the procurement of such equipment and materials constitutes a significant and recurring operational requirement. The availability of a reliable supply of solar modules and BOS components is critical to ensure timely project execution, cost efficiency, compliance with technical standards, and adherence to project schedules under EPC contracts and power purchase agreements.

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In this regard, the Company proposes to procure solar modules and BOS components from Nexaum Energy Private Limited in the ordinary course of business. The proposed procurement will support the Company in meeting its project implementation timelines and operational requirements for solar EPC projects undertaken for its customers, as well as projects implemented through SPVs promoted by the Company.

Since relatives of Mr. Anirudh Saraswat, promoter and Whole-time Director of the Company, such as Ms. Ankita Saraswat (Spouse of Mr. Anirudh Saraswat), Ms. Sadhana Sharma (Mother), and Mr. Virander Kumar Vashisht (Father-in-law), are a director and shareholder of Nexaum Energy Private Limited, therefore Nexaum Energy Private Limited qualifies as a Related Party of the Company. Accordingly, the proposed procurement of solar modules and BOS components from Nexaum Energy Private Limited shall constitute a Related Party Transaction under the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Legal Provisions Governing Related Party Transactions:**

The Members may please note that the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025 have amended Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Pursuant to the said amendment, with effect from 1 April 2025, the provisions relating to related party transactions under Regulation 23 have become applicable to listed entities having their specified securities listed on the SME Exchange where the paid-up equity share capital exceeds Rs. 10 crore or net worth exceeds Rs. 25 crore as on the last day of the previous financial year.

#### **Review and Recommendation by the Audit Committee & Board:**

The Audit Committee and the Board of Directors at its respective meetings held on 10<sup>th</sup> March 2026 reviewed and considered the proposed related party transaction with Nexaum Energy Private Limited and recommended the same to the Members for their approval.

The Audit Committee has also reviewed and taken note of the certificate placed before it, signed by the Managing Director and Chief Financial Officer of the Company, confirming that the terms of the proposed RPT(s) are in the interest of the Company.

#### **Requirement of Members' Approval for Material RPT:**

The Members may further note that in terms of Regulation 23(1) of the SEBI LODR Regulations, as applicable to SME listed entities, a related party transaction shall be considered material if the transaction(s), to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 50 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, whichever is lower.

The consolidated turnover of the Company for the financial year 2024–25 is Rs. ~987.17 crore, and accordingly 10% thereof amounts to Rs. ~98.72 crore. Since the applicable materiality threshold in the present case is Rs. 50 crore (being the lower of the two) and the proposed purchase of goods from

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Nexaum Energy Private Limited is expected to exceed the said threshold, the transaction qualifies as a Material Related Party Transaction.

**Request to Members for their approval:**

Accordingly, prior approval of the Members of the Company is required for the proposed transaction(s). Therefore, the Board recommends to Members to pass the Ordinary Resolutions as set out in Item no. 13 of this Notice.

As per the Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Mr. Anirudh Saraswat, Promoter and Whole-time Director of the Company, and his relatives, namely Ms. Ankita Saraswat (spouse of Mr. Anirudh Saraswat), Ms. Sadhana Sharma (mother), and Mr. Virander Kumar Vashisht (father-in-law), may be deemed to be interested in Item No. 13 of this Notice. This is on account of the fact that Ms. Ankita Saraswat, Ms. Sadhana Sharma, and Mr. Virander Kumar Vashisht are Directors and Shareholders of Nexaum Energy Private Limited. Their respective shareholding in Nexaum Energy Private Limited is as under:

Ms. Ankita Saraswat: 9%  
Ms. Sadhana Sharma: 90%  
Mr. Virander Kumar Vashisht: 1%

Save and except as stated above, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of this Notice, except to the extent of their shareholding, if any, in the Company.

The details as required under Regulation 23 of Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, to provide minimum information before the Audit Committee and Shareholders of the Company for approval of Related Party Transactions ("RPT Industry Standards") are set out in **Annexure-2** of this notice.

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

Sd/-

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

**Date: March 25, 2025**  
**Place: Noida**

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**1. Truere Current Private Limited****Annexure-1****A (1) Basic details of the related party**

<b>Sr. No</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Name of the related party	Truere Current Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the Related party	Generation, Distribution and Selling of Electricity

**A (2) Relationship and ownership of the related party**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Truere Current Private Limited is Subsidiary of the Company Nature of Concern- Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company directly holds 74 % shareholding of Truere Current Private Limited
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

**A (3) Details of previous transactions with the related party**

<b>Sr. No</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs 36.30 Crore

2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 10.26 Crore
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

#### A (4) Amount of the proposed transactions

Sr. No	Particulars of the information	Information provided by the management																		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Up to Rs. 500.00 Crore</p> <p>Bifurcation of above limit is as under:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Particulars</th> <th>Value Up to</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods and rendering of Services</td> <td>Rs. 200.00 Crore</td> </tr> <tr> <td>2.</td> <td>Investment in Securities</td> <td>Rs. 50.00 Crore</td> </tr> <tr> <td>3.</td> <td>Giving Corporate Guarantee</td> <td>Rs. 150.00 Crore</td> </tr> <tr> <td>4.</td> <td>Pledging of Investments</td> <td>Rs. 25.50 Crore</td> </tr> <tr> <td>5.</td> <td>Giving Loan</td> <td>Rs. 74.50 Crore</td> </tr> </tbody> </table>	Sr. No.	Particulars	Value Up to	1.	Sale of Goods and rendering of Services	Rs. 200.00 Crore	2.	Investment in Securities	Rs. 50.00 Crore	3.	Giving Corporate Guarantee	Rs. 150.00 Crore	4.	Pledging of Investments	Rs. 25.50 Crore	5.	Giving Loan	Rs. 74.50 Crore
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4.	Pledging of Investments	Rs. 25.50 Crore																		
5.	Giving Loan	Rs. 74.50 Crore																		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																		

3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<table border="1"> <thead> <tr> <th>Nature of Transaction</th> <th>Value up to</th> <th>% of annual consolidated turnover</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods and Rendering of services</td> <td>Rs. 200.00 Crore</td> <td>20.26%</td> </tr> <tr> <td>Giving Loan</td> <td>Rs. 74.50 Crore</td> <td>7.55%</td> </tr> <tr> <td>Investment in Securities</td> <td>Rs. 50.00 Crore</td> <td>5.06%</td> </tr> <tr> <td>Giving Corporate Guarantee</td> <td>Rs. 150.00 Crore</td> <td>15.19%</td> </tr> <tr> <td>Pledging of Investments</td> <td>Rs. 25.50 Crore</td> <td>2.58%</td> </tr> </tbody> </table>	Nature of Transaction	Value up to	% of annual consolidated turnover	Sale of Goods and Rendering of services	Rs. 200.00 Crore	20.26%	Giving Loan	Rs. 74.50 Crore	7.55%	Investment in Securities	Rs. 50.00 Crore	5.06%	Giving Corporate Guarantee	Rs. 150.00 Crore	15.19%	Pledging of Investments	Rs. 25.50 Crore	2.58%
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4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable																		
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil. The percentage of the proposed transaction to the standalone turnover of the related party cannot be computed, as the related party reported Nil revenue during the financial year 2024–25 since its project is presently under construction.																		
6	Financial performance of the related party for the immediately preceding financial year:	Turnover: Nil PAT: Rs. (0.37) Crore Net worth: Rs. 35.93 Crore																		

**A (5) Basic details of the proposed transaction (Details to be provided separately for each type of transaction)**

Sr. No.	Particulars of the information	Information provided by the management				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan,	Sale of Goods and Rendering of Services	Investment in Securities	Granting Corporate Guarantee	Pledging on Investments	Giving Loans

	borrowing etc.)					
2	Details of each type of the proposed transaction	<p>In line with its objects, the Company is engaged across the renewable energy value chain, including engineering, procurement and construction (EPC) of solar power projects, power generation, compressed biogas, battery energy storage systems (BESS), green hydrogen and e-fuels, along with leasing, operation and maintenance services. The Company also undertakes construction, installation and maintenance of related power infrastructure such as power stations, cables and transmission lines. Accordingly, the Company undertakes the EPC of the Solar Power Plant set up by Truere Current Private Limited to sell and distribute power/electricity to the clients like Government bodies and other Body Corporates.</p>	<p>The investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary. Therefore, the Company makes an investment in the securities of its subsidiary, Truere Current Private Limited.</p>	<p>In order to facilitate the loan/borrowing arrangements of Truere Current Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>To further facilitate the loan/borrowing arrangements of Truere Current Private Limited, the Company is required to pledge its investment in the subsidiary in favour of the lender at such percentage as agreed in Loan documents. Such pledge of shares/hybrid securities forms part of the standard security package and is a preliminary condition stipulated in the loan sanction letter, ensuring adequate promoter commitment and financial comfort to the lender.</p>	<p>The Company grants unsecured loans to Truere Current Private Limited for meeting regular operational expenses and other routine business obligations.</p>

3	<p>Tenure of the proposed transaction (tenure in number of years or months to be specified)</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval.</p> <p>it is clarified that while the transactions may be entered into during the validity period of the Members approval, Corporate Guarantee may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval and remain valid till the tenure of Loan availed by the Subsidiary.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, however tenure of pledging of investment may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in</p>
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						accordance with the agreed commercial terms.
4	Whether omnibus approval is being sought?	<p>Yes</p> <p>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall ensure transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</p>				
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Crore)	<p>up to Rs. 200.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3).</p>	<p>up to Rs. 50.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 150.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 25.50 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 74.50 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>

6	<p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</p>	<p>The proposed transaction for EPC in solar power projects is in the interest of the Company as the Company brings established technical capability, proven execution experience, and supply-chain strength that enable timely, cost-efficient, and high-quality project delivery. The engagement supports the Company's strategic plan to scale its renewable energy portfolio while minimizing execution risks and optimizing capital costs. Such EPC will contribute to revenue of the Company.</p> <p>Further, the commercial terms have been evaluated against market benchmarks to ensure they are on an arm's-length basis and in the ordinary course of business, thereby protecting the Company's and its shareholders' interests. The Company have obtained the Transfer Pricing Report for the same.</p>	<p>The investment by the Company will enable its Subsidiary, Truere Current Private Limited, to develop solar power plants, for which the EPC activities will be undertaken by the Company. Further, the investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary.</p>	<p>The extension of a Corporate Guarantee by the Company to the lender of its Subsidiary, Truere Current Private Limited enable the subsidiary to secure funding on favourable terms, thereby facilitating timely project development. Therefore, in order to facilitate the loan/borrowing arrangements of Truere Current Private Limited, the Company extends a Corporate Guarantee to the lender.</p>	<p>The proposed pledge of the Company's investment in its subsidiary, Truere Current Private Limited, is intended to enable the subsidiary to raise funds for development of solar power projects, which are to be executed by the Company on an EPC basis. As part of the financing arrangements, the Company is required to pledge its investment in favour of the lender, to the extent agreed in the loan documents.</p>	<p>The Company extends the loans to its Subsidiary, Truere Current Private Limited, to support operational requirements, business expansion, and general corporate expenses. As the subsidiary's project is currently under construction and revenue generation will commence only upon commissioning, ongoing financial support is required to meet routine expenses.</p>
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7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>A. Name of Director/KMP B. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Shivam Aggarwal, Chief Financial Officer, and Ms. Tanvi Singh, Company Secretary—who also hold the positions of CFO and CS respectively in Truere Current Private Limited.</p> <p>Further, Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Current Private Limited as Nominee of the Company to comply with statutory requirement. He does not have any beneficial interest in such share.</p> <p>Except above, none of the Promoters, Directors, or Key Managerial Personnel of the Company have any interest or concern in the transaction, nor do they hold any shares in Truere Current Private Limited.</p>	<p>Mr. Shivam Aggarwal, Chief Financial Officer, and Ms. Tanvi Singh, Company Secretary—who also hold the positions of CFO and CS respectively in Truere Current Private Limited.</p> <p>Further, Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Current Private Limited as Nominee of the Company to comply with statutory requirement. He does not have any beneficial interest in such share.</p> <p>Except above, none of the Promoters, Directors, or Key Managerial Personnel of the Company have any interest or concern in the transaction, nor do they hold any shares in Truere Current Private Limited.</p>	<p>Mr. Shivam Aggarwal, Chief Financial Officer, and Ms. Tanvi Singh, Company Secretary—who also hold the positions of CFO and CS respectively in Truere Current Private Limited.</p> <p>Further, Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Current Private Limited as Nominee of the Company to comply with statutory requirement. He does not have any beneficial interest in such share.</p> <p>Except above, none of the Promoters, Directors, or Key Managerial Personnel of the Company have any interest or concern in the transaction, nor do they hold any shares in Truere Current Private Limited.</p>	<p>Mr. Shivam Aggarwal, Chief Financial Officer, and Ms. Tanvi Singh, Company Secretary—who also hold the positions of CFO and CS respectively in Truere Current Private Limited.</p> <p>Further, Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Current Private Limited as Nominee of the Company to comply with statutory requirement. He does not have any beneficial interest in such share.</p> <p>Except above, none of the Promoters, Directors, or Key Managerial Personnel of the Company have any interest or concern in the transaction, nor do they hold any</p>	<p>Mr. Shivam Aggarwal, Chief Financial Officer, and Ms. Tanvi Singh, Company Secretary—who also hold the positions of CFO and CS respectively in Truere Current Private Limited.</p> <p>Further, Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Current Private Limited as Nominee of the Company to comply with statutory requirement. He does not have any beneficial interest in such share.</p> <p>Except above, none of the Promoters, Directors, or Key Managerial Personnel of the Company have any interest or concern in the transaction, nor do they hold any shares in Truere Current Private Limited.</p>
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					shares in Truere Current Private Limited.	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes, the Transfer Pricing report has been obtained by the Company and presented to the Audit Committee	Not Applicable	Not Applicable	Not Applicable	Not Applicable

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	The EPC cost is determined on an arm's length basis and is vetted and reviewed by the lender at the time of loan sanction; thereafter, such cost is also vetted by the lender's Independent Engineer (LIE) and Financial Advisor (LFA), all appointed by the lender.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

**B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.

2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>(Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.)</i>	The Company avails working capital facilities and/or loans and/or other borrowings from various banks, NBFCs and other financial institutions, each with different terms and security structures, resulting in varying interest rates. However, on an average basis, the effective interest rate on such borrowings ranges between 8% and 12%.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks or transfer pricing principles.
5	Maturity / due date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
6	Repayment schedule & terms	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting regular operational expenses and other routine business obligations.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not available

2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
3	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
4	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
5	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
6	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
7	Material terms of the proposed transaction	Refer above table.

**B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Purpose for which funds shall be utilized by the investee company.	To develop Solar Power Project
4	Material terms of the proposed transaction	Investment shall be in the Form of Equity shares/Hybrid Securities. Where Investment in shares, it shall rank pari-passu with existing shares of same class. Shares shall be in demat Form and in the denomination of Face Value of Rs. 10 each.

**Additional Information if RPT is material:**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p> <p>This shall be applicable in case of investment in debt securities.</p>	Not Available
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

**B (4) Guarantee, surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Company provide Corporate Guarantee to the Lender on behalf of the related party to provide an additional comfort and security measure to ensure subsidiary's ability to meet its financial obligations and enabling the smooth execution and development of its solar power projects. It facilitates the loan/borrowing arrangements of the related party.
2	(b) Whether it will create a legally binding obligation on listed entity?	Yes
3	<p>Material covenants of the proposed transaction including:</p> <p>(i) commission, if any to be received by the listed entity or its subsidiary;</p> <p>(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>Since Corporate Guarantee shall be provided to Lender for its Subsidiary; hence no commission shall be charged by the Company.</p> <p>No such contractual provision to recover money if guarantee is invoked.</p>
4	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of</p>	<p>Up to Rs. 150.00 Crore</p> <p>No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till the time when Corporate Guarantee falls off after creation and perfection of securities.</p>

	account of the listed entity or any of its subsidiary shall also be specified.	
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**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p>	Not Available
2	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	<p>Truere Current Private Limited, a Subsidiary incorporated on 15<sup>th</sup> April 2024, is currently engaged in developing solar power plants. In accordance with applicable accounting standards and GAAP, the subsidiary remained going concern and solvent in its initial years of operation since its incorporation.</p>
3	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	Upto Rs. 150.00 Crore
4	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	None
5	<p>Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p>	No
6	<p>Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such</p>	No

	status is currently subsisting;	
7	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
8	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

## 2. Truere Cosmic Private Limited

### A (1) Basic details of the related party

Sr. No .	Particulars of the information	Information provided by the managements
1	Name of the related party	Truere Cosmic Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the Related party	Generation, Distribution and Selling of Electricity

### A (2) Relationship and ownership of the related party

Sr. No .	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Truere Cosmic Private Limited is Wholly Owned Subsidiary of the Company Nature of Concern- Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect in the related party.	The Company directly holds 100% shareholding of Truere Cosmic Private Limited
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

### A (3) Details of previous transactions with the related party

Sr. No .	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 8.12 Crore
2	Total amount of all the transactions undertaken by the listed entity or subsidiary	Rs. 40.73 Crore

	with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

#### A (4) Amount of the proposed transactions

Sr. No	Particulars of the information	Information provided by the management																		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Up to Rs. 1,300.00 Crore</p> <p>Bifurcation of above limit is as under:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Particulars</th> <th>Value Up to</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods and rendering of Services</td> <td>Rs. 600.00 Crore</td> </tr> <tr> <td>2.</td> <td>Investment in Securities</td> <td>Rs. 150.00 Crore</td> </tr> <tr> <td>3.</td> <td>Giving Corporate Guarantee</td> <td>Rs. 450.00 Crore</td> </tr> <tr> <td>4.</td> <td>Pledging of Investments</td> <td>Rs. 76.50 Crore</td> </tr> <tr> <td>5.</td> <td>Giving Loan</td> <td>Rs. 23.50 Crore</td> </tr> </tbody> </table>	Sr. No.	Particulars	Value Up to	1.	Sale of Goods and rendering of Services	Rs. 600.00 Crore	2.	Investment in Securities	Rs. 150.00 Crore	3.	Giving Corporate Guarantee	Rs. 450.00 Crore	4.	Pledging of Investments	Rs. 76.50 Crore	5.	Giving Loan	Rs. 23.50 Crore
Sr. No.	Particulars	Value Up to																		
1.	Sale of Goods and rendering of Services	Rs. 600.00 Crore																		
2.	Investment in Securities	Rs. 150.00 Crore																		
3.	Giving Corporate Guarantee	Rs. 450.00 Crore																		
4.	Pledging of Investments	Rs. 76.50 Crore																		
5.	Giving Loan	Rs. 23.50 Crore																		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year																			

		<b>Nature of Transaction</b>	<b>Value up to</b>	<b>% of annual consolidated turnover</b>
		Sale of Goods and Rendering of services	Rs. 600.00 Crore	60.78%
		Giving Loan	Rs. 23.50 Crore	2.38%
		Investment in Securities	Rs. 150.00 Crore	15.19%
		Giving Corporate Guarantee	Rs. 450.00 Crore	45.58%
		Pledging of Investments	Rs. 76.50 Crore	7.75%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable		
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil. The percentage of the proposed transaction to the standalone turnover of the related party cannot be computed, as the related party reported Nil revenue during the financial year 2024–25 since its project is presently under construction.		
6	Financial performance of the related party for the immediately preceding financial year:	Turnover: Nil  PAT: Rs. (0.10) Crore Net worth: Rs. 1.96 Crore		

**A (5) Basic details of the proposed transaction (Details to be provided separately for each type of transaction)**

Sr. No.	Particulars of the information	Information provided by the management				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods and Rendering of Services	Investment in Securities	Granting Corporate Guarantee	Pledging on Investments	Giving Loans

2	Details of each type of the proposed transaction	<p>In line with its objects, the Company is engaged across the renewable energy value chain, including engineering, procurement and construction (EPC) of solar power projects, power generation, compressed biogas, battery energy storage systems (BESS), green hydrogen and e-fuels, along with leasing, operation and maintenance services. The Company also undertakes construction, installation and maintenance of related power infrastructure such as power stations, cables and transmission lines. Accordingly, the Company undertakes the EPC of the Solar Power Plant set up by Truere Cosmic Private Limited to sell and distribute power/electricity to the clients like Government bodies and other Body Corporates.</p>	<p>The investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary. Therefore, the Company makes an investment in the securities of its subsidiary, Truere Cosmic Private Limited.</p>	<p>In order to facilitate the loan/borrowing arrangements of Truere Cosmic Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>To further facilitate the loan/borrowing arrangements of Truere Cosmic Private Limited, the Company is required to pledge its investment in the subsidiary in favour of the lender at such percentage as agreed in Loan documents. Such pledge of shares/hybrid securities forms part of the standard security package and is a preliminary condition stipulated in the loan sanction letter, ensuring adequate promoter commitment and financial comfort to the lender.</p>	<p>The Company grants unsecured loans to Truere Cosmic Private Limited for meeting regular operational expenses and other routine business obligations.</p>
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3	<p>Tenure of the proposed transaction (tenure in number of years or months to be specified)</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval.</p> <p>it is clarified that while the transactions may be entered into during the validity period of the Members approval, Corporate Guarantee may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval and remain valid till the tenure of Loan availed by the Subsidiary.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, however tenure of pledging of investment may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in</p>
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						accordance with the agreed commercial terms.
4	Whether omnibus approval is being sought?	<p>Yes</p> <p>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company will ensure transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</p>				
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Crore)	up to Rs. 600.00 Crore	up to Rs. 150.00 Crore	up to Rs. 450.00 Crore	up to Rs. 76.50 Crore	up to Rs. 23.50 Crore
		Tenure of Proposed transaction is defined in clause A (5)(3).	Tenure of Proposed transaction is defined in clause A (5)(3)	Tenure of Proposed transaction is defined in clause A (5)(3)	Tenure of Proposed transaction is defined in clause A (5)(3)	Tenure of Proposed transaction is defined in clause A (5)(3)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction for EPC in solar power projects is in the interest of the Company as the Company brings established technical capability, proven execution experience, and supply-chain strength that enable timely, cost-	The investment by the Company will enable its Wholly Owned Subsidiary, Truere Cosmic Private Limited, to develop solar power plants, for which the EPC activities will be undertaken by the Company. Further, the investment	The extension of a Corporate Guarantee by the Company to the lender of its Wholly Owned Subsidiary, Truere Cosmic Private Limited enable the subsidiary to secure funding on favourable terms, thereby facilitating	The proposed pledge of the Company's investment in its wholly owned subsidiary, Truere Cosmic Private Limited, is intended to enable the subsidiary to raise funds for development	The Company extends the loans to its Wholly Owned Subsidiary, Truere Cosmic Private Limited, to support operational requirements, business expansion, and general corporate

		<p>efficient, and high-quality project delivery. The engagement supports the Company's strategic plan to scale its renewable energy portfolio while minimizing execution risks and optimizing capital costs. Such EPC will contribute to revenue of the Company.</p> <p>Further, the commercial terms have been evaluated against market benchmarks to ensure they are on an arm's-length basis and in the ordinary course of business, thereby protecting the Company's and its shareholders' interests. The Company have obtained the Transfer Pricing Report for the same.</p>	<p>requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary.</p>	<p>timely project development. Therefore, in order to facilitate the loan/borrowing arrangements of Truere Cosmic Private Limited, the Company extends a Corporate Guarantee to the lender.</p>	<p>of solar power projects, which are to be executed by the Company on an EPC basis. As part of the financing arrangements, the Company is required to pledge its investment in favour of the lender, to the extent agreed in the loan documents.</p>	<p>expenses. As the subsidiary's project is currently under construction and revenue generation will commence only upon commissioning, ongoing financial support is required to meet routine expenses.</p>
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>A. Name of Director/KMP B. Shareholding</p>	<p>Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Cosmic Private Limited as Nominee of the Company to comply with statutory requirement. He does not have any beneficial interest in such share.</p>	<p>Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Cosmic Private Limited as Nominee of the Company to comply with statutory requirement. He does not have any beneficial</p>	<p>Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Cosmic Private Limited as Nominee of the Company to comply with statutory requirement. He does not have any</p>	<p>Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Cosmic Private Limited as Nominee of the Company to comply with statutory requirement. He does not</p>	<p>Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Cosmic Private Limited as Nominee of the Company to comply with statutory requirement. He does not</p>

	of the director / KMP, whether direct or indirect, in the related party	Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Cosmic Private Limited.	interest in such share.	beneficial interest in such share.	have any beneficial interest in such share.	have any beneficial interest in such share.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes, the Transfer Pricing report has been obtained by the Company and presented to the Audit Committee	Not Applicable	Not Applicable	Not Applicable	Not Applicable

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	The EPC cost is determined on an arm's length basis and is vetted and reviewed by the lender at the time of loan sanction; thereafter, such cost is also vetted by the lender's Independent Engineer (LIE) and Financial Advisor (LFA), all appointed by the lender.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

**B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>(Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.)</i>	The Company avails working capital facilities and/or loans and/or other borrowings from various banks, NBFCs and other financial institutions, each with different terms and security structures, resulting in varying interest rates. However, on an average basis, the effective interest rate on such borrowings ranges between 8% and 12%.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks or transfer pricing principles.
5	Maturity / due date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
6	Repayment schedule & terms	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting regular operational expenses and other routine business obligations.

**Additional Information if RPT is material:**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
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1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not available
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
3	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
4	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
5	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
6	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
7	Material terms of the proposed transaction	Refer above table.

**B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Purpose for which funds shall be utilized by the investee company.	To develop Solar Power Project

4	Material terms of the proposed transaction	Investment shall be in the Form of Equity shares/Hybrid Securities. Where Investment in shares, it shall rank pari-passu with existing shares of same class. Shares shall be in demat Form and in the denomination of Face Value of Rs. 10 each.
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**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p> <p>This shall be applicable in case of investment in debt securities.</p>	Not Available
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

**B (4) Guarantee, surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

Sr. No.	Particulars of the information	Information provided by the management
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Company provide Corporate Guarantee to the Lender on behalf of the related party to provide an additional comfort and security measure to ensure subsidiary's ability to meet its financial obligations and enabling the smooth execution and development of its solar power projects. It facilitates the loan/borrowing arrangements of the related party.
2	(b) Whether it will create a legally binding obligation on listed entity?	Yes
3	<p>Material covenants of the proposed transaction including:</p> <p>(i) commission, if any to be received by the listed entity or its subsidiary;</p> <p>(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>Since Corporate Guarantee shall be provided to Lender for its Subsidiary; hence no commission shall be charged by the Company.</p> <p>No such contractual provision to recover money if guarantee is invoked.</p>

4	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Up to Rs. 450.00 Crore</p> <p>No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till the time when Corporate Guarantee falls off after creation and perfection of securities.</p>
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**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p>	Not Available
2	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	<p>Truere Cosmic Private Limited, a Wholly Owned Subsidiary incorporated on 30<sup>th</sup> July 2024, is currently engaged in developing solar power plants. In accordance with applicable accounting standards and GAAP, the subsidiary remained going concern and solvent in its initial years of operation since its incorporation.</p>
3	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	Upto Rs. 450.00 Crore
4	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	None

5	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
6	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
7	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
8	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

### 3. Truere Galaxy Private Limited

#### A (1) Basic details of the related party

Sr. No .	Particulars of the information	Information provided by the management
1	Name of the related party	Truere Galaxy Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the Related party	Generation, Distribution and Selling of Electricity

#### A (2) Relationship and ownership of the related party

Sr. No .	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Truere Galaxy Private Limited is Subsidiary of the Company Nature of Concern- Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company directly holds 74 % shareholding of Truere Galaxy Private Limited
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

#### A (3) Details of previous transactions with the related party

Sr. No .	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 27.31 Crore

2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 2.97 Crore
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

#### A (4) Amount of the proposed transactions

Sr. No	Particulars of the information	Information provided by the management																		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Up to Rs. 70 Crore</p> <p>Bifurcation of above limit is as under:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Particulars</th> <th>Value Up to</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods and rendering of Services</td> <td>Rs. 20.00 Crore</td> </tr> <tr> <td>2.</td> <td>Investment in Securities</td> <td>Rs. 6.00 Crore</td> </tr> <tr> <td>3.</td> <td>Giving Corporate Guarantee</td> <td>Rs. 14.00 Crore</td> </tr> <tr> <td>4.</td> <td>Pledging of Investments</td> <td>Rs. 3.06 Crore</td> </tr> <tr> <td>5.</td> <td>Giving Loan</td> <td>Rs. 26.94 Crore</td> </tr> </tbody> </table>	Sr. No.	Particulars	Value Up to	1.	Sale of Goods and rendering of Services	Rs. 20.00 Crore	2.	Investment in Securities	Rs. 6.00 Crore	3.	Giving Corporate Guarantee	Rs. 14.00 Crore	4.	Pledging of Investments	Rs. 3.06 Crore	5.	Giving Loan	Rs. 26.94 Crore
Sr. No.	Particulars	Value Up to																		
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3.	Giving Corporate Guarantee	Rs. 14.00 Crore																		
4.	Pledging of Investments	Rs. 3.06 Crore																		
5.	Giving Loan	Rs. 26.94 Crore																		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																		

3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<b>Nature of Transaction</b>	<b>Value up to</b>	<b>% of annual consolidated turnover</b>
		Sale of Goods and Rendering of services	Rs. 20.00 Crore	2.03%
		Giving Loan	Rs. 26.94 Crore	2.73%
		Investment in Securities	Rs. 6.00 Crore	0.61%
		Giving Corporate Guarantee	Rs. 14.00 Crore	1.42%
		Pledging of Investments	Rs. 3.06 Crore	0.31%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable		
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil. The percentage of the proposed transaction to the standalone turnover of the related party cannot be computed, as the related party reported Nil revenue during the financial year 2024–25 since its project is presently under construction.		
6	Financial performance of the related party for the immediately preceding financial year:	Turnover: Nil PAT: Rs. (0.03) Crore Net worth: Rs. 4.52 Crore		

**(5) Basic details of the proposed transaction Details to be provided separately for each type of transaction)**

Sr. No.	Particulars of the information	Information provided by the management				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods and Rendering of Services	Investment in Securities	Granting Corporate Guarantee	Pledging on Investments	Giving Loans

2	Details of each type of the proposed transaction	<p>In line with its objects, the Company is engaged across the renewable energy value chain, including engineering, procurement and construction (EPC) of solar power projects, power generation, compressed biogas, battery energy storage systems (BESS), green hydrogen and e-fuels, along with leasing, operation and maintenance services. The Company also undertakes construction, installation and maintenance of related power infrastructure such as power stations, cables and transmission lines. Accordingly, the Company undertakes the EPC of the Solar Power Plant set up by Truere Galaxy Private Limited to sell and distribute power/electricity to the clients like Government bodies and other Body Corporates.</p>	<p>The investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary. Therefore, the Company makes an investment in the securities of its subsidiary, Truere Galaxy Private Limited as per lender terms and conditions.</p>	<p>In order to facilitate the loan/borrowing arrangements of Truere Galaxy Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>To further facilitate the loan/borrowing arrangements of Truere Galaxy Private Limited, the Company is required to pledge its investment in the subsidiary in favour of the lender at such percentage as agreed in Loan documents. Such pledge of shares/hybrid securities forms part of the standard security package and is a preliminary condition stipulated in the loan sanction letter, ensuring adequate promoter commitment and financial comfort to the lender.</p>	<p>The Company grants unsecured loans to Truere Galaxy Private Limited for meeting regular operational expenses and other routine business obligations.</p>
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3	<p>Tenure of the proposed transaction (tenure in number of years or months to be specified)</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval.</p> <p>it is clarified that while the transactions may be entered into during the validity period of the Members approval, Corporate Guarantee may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval and remain valid till the tenure of Loan availed by the Subsidiary.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, however tenure of pledging of investment may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in</p>
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						accordance with the agreed commercial terms.
4	Whether omnibus approval is being sought?	<p>Yes</p> <p>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company ensure transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</p>				
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Crore)	<p>up to Rs. 20.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3).</p>	<p>up to Rs. 6.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 14.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 3.06 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 26.94 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction for EPC in solar power projects is in the interest of the Company as the Company brings established technical capability, proven execution experience, and supply-chain strength that	The investment by the Company will enable its Subsidiary, Truere Galaxy Private Limited, to develop solar power plants, for which the EPC activities will be undertaken by the Company. Further, the	The extension of a Corporate Guarantee by the Company to the lender of its Subsidiary, Truere Galaxy Private Limited enable the subsidiary to secure funding on favourable terms, thereby	The proposed pledge of the Company's investment in its subsidiary, Truere Galaxy Private Limited, is intended to enable the subsidiary to raise funds for development	The Company extends the loans to its Subsidiary, Truere Galaxy Private Limited, to support operational requirements, business expansion, and general

		<p>enable timely, cost-efficient, and high-quality project delivery. The engagement supports the Company's strategic plan to scale its renewable energy portfolio while minimizing execution risks and optimizing capital costs. Such EPC will contribute to revenue of the Company.</p> <p>Further, the commercial terms have been evaluated against market benchmarks to ensure they are on an arm's-length basis and in the ordinary course of business, thereby protecting the Company's and its shareholders' interests. The Company have obtained the Transfer Pricing Report for the same.</p>	<p>investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary.</p>	<p>facilitating timely project development. Therefore, in order to facilitate the loan/borrowing arrangements of Truere Galaxy Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>of solar power projects, which are to be executed by the Company on an EPC basis. As part of the financing arrangements, the Company is required to pledge its investment in favour of the lender, to the extent agreed in the loan documents.</p>	<p>corporate expenses. As the subsidiary's project is currently under construction and revenue generation will commence only upon commissioning, ongoing financial support is required to meet routine expenses.</p>
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Galaxy Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Galaxy Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Galaxy Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Galaxy Private Limited as Nominee of the Company to comply with statutory requirement of having</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Galaxy Private Limited as Nominee of the Company to comply with statutory requirement of having</p>

	A. Name of Director/KMP B. Shareholding of the director / KMP, whether direct or indirect, in the related party	any beneficial interest in these shares.  Except above, None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Galaxy Private Limited.	Companies. He does not have any beneficial interest in these shares.  Except above, None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Galaxy Private Limited.	members in Private Companies. He does not have any beneficial interest in these shares.  Except above, None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Galaxy Private Limited.	minimum two members in Private Companies. He does not have any beneficial interest in these shares.  Except above, None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Galaxy Private Limited.	minimum two members in Private Companies. He does not have any beneficial interest in these shares.  Except above, None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Galaxy Private Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes, the Transfer Pricing report has been obtained by the Company and presented to the Audit Committee	Not Applicable	Not Applicable	Not Applicable	Not Applicable

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	The EPC cost is determined on an arm's length basis and is vetted and reviewed by the lender at the time of loan sanction; thereafter, such cost is also vetted by the lender's

		Independent Engineer (LIE) and Financial Advisor (LFA), all appointed by the lender.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

**B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:  a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>(Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.)</i>	The Company avails working capital facilities and/or loans and/or other borrowings from various banks, NBFCs and other financial institutions, each with different terms and security structures, resulting in varying interest rates. However, on an average basis, the effective interest rate on such borrowings ranges between 8% and 12%.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks or transfer pricing principles.
5	Maturity / due date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.

6	Repayment schedule & terms	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting regular operational expenses and other routine business obligations.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not available
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
3	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
4	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
5	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
6	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
7	Material terms of the proposed transaction	Refer above table.

**B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Purpose for which funds shall be utilized by the investee company.	To develop Solar Power Project
4	Material terms of the proposed transaction	Investment shall be in the Form of Equity shares/Hybrid Securities. Where Investment in shares, it shall rank pari-passu with existing shares of same class. Shares shall be in demat Form and in the denomination of Face Value of Rs. 10 each.

**Additional Information if RPT is material:**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any  This shall be applicable in case of investment in debt securities.	Not Available
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

**B (4) Guarantee, surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Company provide Corporate Guarantee to the Lender on behalf of the related party to provide an additional comfort and security measure to ensure subsidiary's ability to meet its financial obligations and enabling the smooth execution and

		development of its solar power projects. It facilitates the loan/borrowing arrangements of the related party.
2	(b) Whether it will create a legally binding obligation on listed entity?	Yes
3	Material covenants of the proposed transaction including:  (i) commission, if any to be received by the listed entity or its subsidiary;  (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Since Corporate Guarantee shall be provided to Lender for its Subsidiary; hence no commission shall be charged by the Company.  No such contractual provision to recover money if guarantee is invoked.
4	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.  Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Up to Rs. 14.00 Crore  No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till the time when Corporate Guarantee falls off after creation and perfection of securities.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not Available
2	Details of solvency status and going concern status of the related party during the last three financial years:	Truere Galaxy Private Limited, a Subsidiary incorporated on 22 <sup>nd</sup> April 2024, is currently engaged in developing solar power plants. In accordance with applicable accounting standards and GAAP, the subsidiary remained going concern and solvent in its initial years of operation since its incorporation.

3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Upto Rs. 14.00 Crore
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.  Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	None
5	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
6	Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
7	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
8	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

#### 4. Truere Green Private Limited

##### A (1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Truere Green Private Limited

2	Country of incorporation of the related party	India
3	Nature of business of the Related party	Generation, Distribution and Selling of Electricity

**A (2) Relationship and ownership of the related party**

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Truere Green Private Limited is Wholly Owned Subsidiary of the Company Nature of Concern- Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company directly holds 100 % shareholding of Truere Green Private Limited
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

**A (3) Details of previous transactions with the related party**

Sr. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 105.01 Crore
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 70.63 Crore

3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable
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**A (4) Amount of the proposed transactions**

Sr. No	Particulars of the information	Information provided by the management																		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Up to Rs. 300 Crore</p> <p>Bifurcation of above limit is as under:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">Sr. No.</th> <th style="width: 75%;">Particulars</th> <th style="width: 20%;">Value Up to</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Sale of Goods and rendering of Services</td> <td style="text-align: right;">Rs. 120.00 Crore</td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Investment in Securities</td> <td style="text-align: right;">Rs. 30.00 Crore</td> </tr> <tr> <td style="text-align: center;">3.</td> <td>Giving Corporate Guarantee</td> <td style="text-align: right;">Rs. 90.00 Crore</td> </tr> <tr> <td style="text-align: center;">4.</td> <td>Pledging of Investments</td> <td style="text-align: right;">Rs. 15.30 Crore</td> </tr> <tr> <td style="text-align: center;">5.</td> <td>Giving Loan</td> <td style="text-align: right;">Rs. 44.70 Crore</td> </tr> </tbody> </table>	Sr. No.	Particulars	Value Up to	1.	Sale of Goods and rendering of Services	Rs. 120.00 Crore	2.	Investment in Securities	Rs. 30.00 Crore	3.	Giving Corporate Guarantee	Rs. 90.00 Crore	4.	Pledging of Investments	Rs. 15.30 Crore	5.	Giving Loan	Rs. 44.70 Crore
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2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;">Nature of Transaction</th> <th style="width: 20%;">Value up to</th> <th style="width: 20%;">% of annual consolidated turnover</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods and Rendering of services</td> <td style="text-align: right;">Rs. 120.00 Crore</td> <td style="text-align: center;">12.16%</td> </tr> <tr> <td>Giving Loan</td> <td style="text-align: right;">Rs. 44.70 Crore</td> <td style="text-align: center;">4.49%</td> </tr> <tr> <td>Investment in Securities</td> <td style="text-align: right;">Rs. 30.00 Crore</td> <td style="text-align: center;">3.04%</td> </tr> <tr> <td>Giving Corporate Guarantee</td> <td style="text-align: right;">Rs. 90.00 Crore</td> <td style="text-align: center;">9.12%</td> </tr> <tr> <td>Pledging of Investments</td> <td style="text-align: right;">Rs. 15.30 Crore</td> <td style="text-align: center;">1.55%</td> </tr> </tbody> </table>	Nature of Transaction	Value up to	% of annual consolidated turnover	Sale of Goods and Rendering of services	Rs. 120.00 Crore	12.16%	Giving Loan	Rs. 44.70 Crore	4.49%	Investment in Securities	Rs. 30.00 Crore	3.04%	Giving Corporate Guarantee	Rs. 90.00 Crore	9.12%	Pledging of Investments	Rs. 15.30 Crore	1.55%
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4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil. The percentage of the proposed transaction to the standalone turnover of the related party cannot be computed, as the related party reported Nil revenue during the financial year 2024–25 since its project is presently under construction.
6	Financial performance of the related party for the immediately preceding financial year:	Turnover: Nil PAT: Rs. (0.21) Crore Net worth: Rs. 7.29 Crore

**5) Basic details of the proposed transaction (Details to be provided separately for each type of transaction)**

Sr. No.	Particulars of the information	Information provided by the management				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods and Rendering of Services	Investment in Securities	Granting Corporate Guarantee	Pledging on Investments	Giving Loans

2	Details of each type of the proposed transaction	<p>In line with its objects, the Company is engaged across the renewable energy value chain, including engineering, procurement and construction (EPC) of solar power projects, power generation, compressed biogas, battery energy storage systems (BESS), green hydrogen and e-fuels, along with leasing, operation and maintenance services. The Company also undertakes construction, installation and maintenance of related power infrastructure such as power stations, cables and transmission lines. Accordingly, the Company undertakes the EPC of the Solar Power Plant set up by Truere Green Private Limited to sell and distribute power/electricity to the clients like Government bodies and other Body Corporates.</p>	<p>The investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary. Therefore, the Company makes an investment in the securities of its subsidiary, Truere Green Private Limited as per lender terms and conditions.</p>	<p>In order to facilitate the loan/borrowing arrangements of Truere Green Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>To further facilitate the loan/borrowing arrangements of Truere Green Private Limited, the Company is required to pledge its investment in the subsidiary in favour of the lender at such percentage as agreed in Loan documents. Such pledge of shares/hybrid securities forms part of the standard security package and is a preliminary condition stipulated in the loan sanction letter, ensuring adequate promoter commitment and financial comfort to the lender.</p>	<p>The Company grants unsecured loans to Truere Green Private Limited for meeting regular operational expenses and other routine business obligations.</p>
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3	<p>Tenure of the proposed transaction (tenure in number of years or months to be specified)</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval.</p> <p>it is clarified that while the transactions may be entered into during the validity period of the Members approval, Corporate Guarantee may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval and remain valid till the tenure of Loan availed by the Subsidiary.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, however tenure of pledging of investment may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in</p>
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						accordance with the agreed commercial terms.
4	Whether omnibus approval is being sought?	<p>Yes</p> <p>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall ensure transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</p>				
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Crore)	<p>up to Rs. 120.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3).</p>	<p>up to Rs. 30.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 90.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 15.30 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 44.70 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction for EPC in solar power projects is in the interest of the Company as the Company brings established technical capability, proven execution experience, and supply-chain strength that	The investment by the Company will enable its Wholly Owned Subsidiary, Truere Green Private Limited, to develop solar power plants, for which the EPC activities will be undertaken by the Company.	The extension of a Corporate Guarantee by the Company to the lender of its Wholly Owned Subsidiary, Truere Green Private Limited enable the subsidiary to secure funding on favourable	The proposed pledge of the Company's investment in its wholly owned subsidiary, Truere Green Private Limited, is intended to enable the subsidiary to	The Company extends the loans to its Wholly Owned Subsidiary, Truere Green Private Limited, to support operational requirements, business expansion, and

		<p>enable timely, cost-efficient, and high-quality project delivery. The engagement supports the Company's strategic plan to scale its renewable energy portfolio while minimizing execution risks and optimizing capital costs. Such EPC will contribute to revenue of the Company.</p> <p>Further, the commercial terms have been evaluated against market benchmarks to ensure they are on an arm's-length basis and in the ordinary course of business, thereby protecting the Company's and its shareholders' interests. The Company have obtained the Transfer Pricing Report for the same.</p>	<p>Further, the investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary.</p>	<p>terms, thereby facilitating timely project development. Therefore, in order to facilitate the loan/borrowing arrangements of Truere Green Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>raise funds for development of solar power projects, which are to be executed by the Company on an EPC basis. As part of the financing arrangements, the Company is required to pledge its investment in favour of the lender, to the extent agreed in the loan documents.</p>	<p>general corporate expenses. As the subsidiary's project is currently under construction and revenue generation will commence only upon commissioning, ongoing financial support is required to meet routine expenses.</p>
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Green Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Green Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Green Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Green Private Limited as Nominee of the Company to comply with statutory requirement of having</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Green Private Limited as Nominee of the Company to comply with statutory requirement of having</p>

	A. Name of Director/KMP B. Shareholding of the director / KMP, whether direct or indirect, in the related party	any beneficial interest in such shares.  Except above, None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Green Private Limited.	Companies. He does not have any beneficial interest in such shares.	members in Private Companies. He does not have any beneficial interest in such shares.	minimum two members in Private Companies. He does not have any beneficial interest in such shares.	minimum two members in Private Companies. He does not have any beneficial interest in such shares.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes, the Transfer Pricing report has been obtained by the Company and presented to the Audit Committee	Not Applicable	Not Applicable	Not Applicable	Not Applicable

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	The EPC cost is determined on an arm's length basis and is vetted and reviewed by the lender at the time of loan sanction; thereafter, such cost is also vetted by the lender's Independent Engineer (LIE) and Financial Advisor (LFA), all appointed by the lender.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

**B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>(Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.)</i>	The Company avails working capital facilities and/or loans and/or other borrowings from various banks, NBFCs and other financial institutions, each with different terms and security structures, resulting in varying interest rates. However, on an average basis, the effective interest rate on such borrowings ranges between 8% and 12%.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks or transfer pricing principles.
5	Maturity / due date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
6	Repayment schedule & terms	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting regular operational expenses and other routine business obligations.

**Additional Information if RPT is material:**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
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1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	BBB by Crisil
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
3	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
4	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
5	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
6	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
7	Material terms of the proposed transaction	Refer above table.

**B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Purpose for which funds shall be utilized by the investee company.	To develop Solar Power Project

4	Material terms of the proposed transaction	<p>Investment shall be in the Form of Equity shares/Hybrid Securities.</p> <p>Where Investment in shares, it shall rank pari-passu with existing shares of same class.</p> <p>Shares shall be in demat Form and in the denomination of Face Value of Rs. 10 each.</p>
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**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p> <p>This shall be applicable in case of investment in debt securities.</p>	Not Available
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

**B (4) issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

Sr. No.	Particulars of the information	Information provided by the management
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Company provide Corporate Guarantee to the Lender on behalf of the related party to provide an additional comfort and security measure to ensure subsidiary's ability to meet its financial obligations and enabling the smooth execution and development of its solar power projects. It facilitates the loan/borrowing arrangements of the related party.
2	(b) Whether it will create a legally binding obligation on listed entity?	Yes
3	<p>Material covenants of the proposed transaction including:</p> <p>(i) commission, if any to be received by the listed entity or its subsidiary;</p> <p>(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>Since Corporate Guarantee shall be provided to Lender for its Subsidiary; hence no commission shall be charged by the Company.</p> <p>No such contractual provision to recover money if guarantee is invoked.</p>

4	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Up to Rs. 90.00 Crore</p> <p>No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till the time when Corporate Guarantee falls off after creation and perfection of securities.</p>
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**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p>	BBB by Crisil
2	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	<p>Truere Green Private Limited, a Wholly Owned Subsidiary incorporated on 30<sup>th</sup> April 2024, is currently engaged in developing solar power plants. In accordance with applicable accounting standards and GAAP, the subsidiary remained going concern and solvent in its initial years of operation since its incorporation.</p>
3	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	Upto Rs. 90.00 Crore
4	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>Note: This information may be provided to the extent it is available in the public</p>	None

	domain or as may be provided by the related party upon request.	
5	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
6	Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
7	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
8	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

## 5. Truere Guj SPV Private Limited

### A (1) Basic details of the related party

Sr. No	Particulars of the information	Information provided by the management
1	Name of the related party	Truere Guj SPV Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the Related party	Generation, Distribution and Selling of Electricity

### A (2) Relationship and ownership of the related party

Sr. No	Particulars of the information	Information provided by the management
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1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Truere Guj SPV Private Limited is Subsidiary of the Company Nature of Concern- Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company directly holds 74 % shareholding of Truere Guj SPV Private Limited
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

#### A (3) Details of previous transactions with the related party

Sr. No	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 453.24 Crore
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 20.70 Crore  *The Company had obtained approval of Shareholders vide postal ballot notice dated 27 <sup>th</sup> March 2025 for undertaking transaction up to Rs. 300 Crore with Truere Guj SPV Private Limited.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

#### A (4) Amount of the proposed transactions

Sr. No	Particulars of the information	Information provided by the management
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1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Up to Rs. 700 Crore</p> <p>Bifurcation of above limit is as under:</p> <table border="1" data-bbox="738 331 1528 817"> <thead> <tr> <th data-bbox="738 331 818 436">Sr. No.</th> <th data-bbox="818 331 1294 436">Particulars</th> <th data-bbox="1294 331 1528 436">Value Up to</th> </tr> </thead> <tbody> <tr> <td data-bbox="738 436 818 542">1.</td> <td data-bbox="818 436 1294 542">Sale of Goods and rendering of Services</td> <td data-bbox="1294 436 1528 542">Rs. 300.00 Crore</td> </tr> <tr> <td data-bbox="738 542 818 607">2.</td> <td data-bbox="818 542 1294 607">Investment in Securities</td> <td data-bbox="1294 542 1528 607">Rs. 78.00 Crore</td> </tr> <tr> <td data-bbox="738 607 818 678">3.</td> <td data-bbox="818 607 1294 678">Giving Corporate Guarantee</td> <td data-bbox="1294 607 1528 678">Rs. 222.00 Crore</td> </tr> <tr> <td data-bbox="738 678 818 750">4.</td> <td data-bbox="818 678 1294 750">Pledging of Investments</td> <td data-bbox="1294 678 1528 750">Rs. 39.78 Crore</td> </tr> <tr> <td data-bbox="738 750 818 817">5.</td> <td data-bbox="818 750 1294 817">Giving Loan</td> <td data-bbox="1294 750 1528 817">Rs. 60.22 Crore</td> </tr> </tbody> </table>	Sr. No.	Particulars	Value Up to	1.	Sale of Goods and rendering of Services	Rs. 300.00 Crore	2.	Investment in Securities	Rs. 78.00 Crore	3.	Giving Corporate Guarantee	Rs. 222.00 Crore	4.	Pledging of Investments	Rs. 39.78 Crore	5.	Giving Loan	Rs. 60.22 Crore
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3.	Giving Corporate Guarantee	Rs. 222.00 Crore																		
4.	Pledging of Investments	Rs. 39.78 Crore																		
5.	Giving Loan	Rs. 60.22 Crore																		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<table border="1" data-bbox="738 1037 1536 1507"> <thead> <tr> <th data-bbox="738 1037 1082 1142">Nature of Transaction</th> <th data-bbox="1082 1037 1270 1142">Value up to</th> <th data-bbox="1270 1037 1536 1142">% of annual consolidated turnover</th> </tr> </thead> <tbody> <tr> <td data-bbox="738 1142 1082 1216">Sale of Goods and Rendering of services</td> <td data-bbox="1082 1142 1270 1216">Rs. 300.00 Crore</td> <td data-bbox="1270 1142 1536 1216">30.39%</td> </tr> <tr> <td data-bbox="738 1216 1082 1290">Giving Loan</td> <td data-bbox="1082 1216 1270 1290">Rs. 60.22 Crore</td> <td data-bbox="1270 1216 1536 1290">6.10%</td> </tr> <tr> <td data-bbox="738 1290 1082 1364">Investment in Securities</td> <td data-bbox="1082 1290 1270 1364">Rs. 78.00 Crore</td> <td data-bbox="1270 1290 1536 1364">7.90%</td> </tr> <tr> <td data-bbox="738 1364 1082 1438">Giving Corporate Guarantee</td> <td data-bbox="1082 1364 1270 1438">Rs. 222.00 Crore</td> <td data-bbox="1270 1364 1536 1438">22.49%</td> </tr> <tr> <td data-bbox="738 1438 1082 1507">Pledging of Investments</td> <td data-bbox="1082 1438 1270 1507">Rs. 39.78 Crore</td> <td data-bbox="1270 1438 1536 1507">4.03%</td> </tr> </tbody> </table>	Nature of Transaction	Value up to	% of annual consolidated turnover	Sale of Goods and Rendering of services	Rs. 300.00 Crore	30.39%	Giving Loan	Rs. 60.22 Crore	6.10%	Investment in Securities	Rs. 78.00 Crore	7.90%	Giving Corporate Guarantee	Rs. 222.00 Crore	22.49%	Pledging of Investments	Rs. 39.78 Crore	4.03%
Nature of Transaction	Value up to	% of annual consolidated turnover																		
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Giving Corporate Guarantee	Rs. 222.00 Crore	22.49%																		
Pledging of Investments	Rs. 39.78 Crore	4.03%																		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable																		
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil. The percentage of the proposed transaction to the standalone turnover of the related party cannot be computed, as the related party reported Nil revenue during the financial year 2024–25 since its project is presently under construction.																		

6	Financial performance of the related party for the immediately preceding financial year:	Turnover: Nil PAT: Rs. (0.48) Crore Net worth: Rs. 69.08 Crore
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**A (5) Basic details of the proposed transaction**

Sr. No .	Particulars of the information	Information provided by the management				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods and Rendering of Services	Investment in Securities	Granting Corporate Guarantee	Pledging on Investments	Giving Loans
2	Details of each type of the proposed transaction	In line with its objects, the Company is engaged across the renewable energy value chain, including engineering, procurement and construction (EPC) of solar power projects, power generation, compressed biogas, battery energy storage systems (BESS), green hydrogen and e-fuels, along with leasing, operation and maintenance services. The Company also undertakes construction, installation and maintenance of related power infrastructure such	The investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary. Therefore, the Company makes an investment in the securities of its subsidiary, Truere Guj SPV Private Limited as	In order to facilitate the loan/borrowing arrangements of Truere Guj SPV Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.	To further facilitate the loan/borrowing arrangements of Truere Guj SPV Private Limited, the Company is required to pledge its investment in the subsidiary in favour of the lender at such percentage as agreed in Loan documents. Such pledge of shares/hybrid securities forms part of the standard security package and is a preliminary condition stipulated in	The Company grants unsecured loans to Truere Guj SPV Private Limited for meeting regular operational expenses and other routine business obligations.

		as power stations, cables and transmission lines. Accordingly, the Company undertakes the EPC of the Solar Power Plant set up by Truere Guj SPV Private Limited to sell and distribute power/electricity to the clients like Government bodies and other Body Corporates.	per lender terms and conditions.		the loan sanction letter, ensuring adequate promoter commitment and financial comfort to the lender.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval	Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval	Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval.  it is clarified that while the transactions may be entered into during the validity period of the Members approval, Corporate Guarantee may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.	Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval and remain valid till the tenure of Loan availed by the Subsidiary.  It is clarified that while the transactions may be entered into during the validity period of the Members approval, however tenure of pledging of investment may extend beyond the validity period, in	Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.

					accordance with the agreed commercial terms with the Lenders.	It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in accordance with the agreed commercial terms.
4	Whether omnibus approval is being sought?	<p>Yes</p> <p>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall ensure transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</p>				
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Crore)	up to Rs. 300.00 Crore	up to Rs. 78.00 Crore	up to Rs. 222.00 Crore	up to Rs. 39.78 Crore	up to Rs. 60.22 Crore
		Tenure of Proposed transaction is defined in clause A (5)(3).	Tenure of Proposed transaction is defined in clause A (5)(3)	Tenure of Proposed transaction is defined in clause A (5)(3)	Tenure of Proposed transaction is defined in clause A (5)(3)	Tenure of Proposed transaction is defined in clause A (5)(3)
6	Justification as to why the RPTs proposed to be entered into are in the interest of	The proposed transaction for EPC in solar power projects is in the interest of the Company as the Company brings	The investment by the Company will enable its Subsidiary, Truere Guj SPV Private Limited, to develop solar	The extension of a Corporate Guarantee by the Company to the lender of its Subsidiary, Truere Guj SPV	The proposed pledge of the Company's investment in its subsidiary, Truere Guj SPV Private	The Company extends the loans to its Subsidiary, Truere Guj SPV Private Limited, to

	<p>the listed entity</p>	<p>established technical capability, proven execution experience, and supply-chain strength that enable timely, cost-efficient, and high-quality project delivery. The engagement supports the Company's strategic plan to scale its renewable energy portfolio while minimizing execution risks and optimizing capital costs. Such EPC will contribute to revenue of the Company.</p> <p>Further, the commercial terms have been evaluated against market benchmarks to ensure they are on an arm's-length basis and in the ordinary course of business, thereby protecting the Company's and its shareholders' interests. The Company have obtained the Transfer Pricing Report for the same.</p>	<p>power plants, for which the EPC activities will be undertaken by the Company. Further, the investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary.</p>	<p>Private Limited enable the subsidiary to secure funding on favourable terms, thereby facilitating timely project development. Therefore, in order to facilitate the loan/borrowing arrangements of Truere Guj SPV Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>Limited, is intended to enable the subsidiary to raise funds for development of solar power projects, which are to be executed by the Company on an EPC basis. As part of the financing arrangements, the Company is required to pledge its investment in favour of the lender, to the extent agreed in the loan documents.</p>	<p>support operational requirements, business expansion, and general corporate expenses. As the subsidiary's project is currently under construction and revenue generation will commence only upon commissioning, ongoing financial support is required to meet routine expenses.</p>
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Guj SPV Private Limited as Nominee of the Company to comply with statutory</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Guj SPV Private Limited as Nominee of the Company to</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Guj SPV Private Limited as Nominee of</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Guj SPV Private Limited as</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Guj SPV Private Limited as</p>

	<p>the transaction, whether directly or indirectly.</p> <p>A. Name of Director/KMP B. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Guj SPV Private Limited.</p>	<p>comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Guj SPV Private Limited.</p>	<p>the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Guj SPV Private Limited.</p>	<p>Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Guj SPV Private Limited.</p>	<p>Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Guj SPV Private Limited.</p>
8	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>Yes, the Transfer Pricing report has been obtained by the Company and presented to the Audit Committee</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
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1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	The EPC cost is determined on an arm's length basis and is vetted and reviewed by the lender at the time of loan sanction; thereafter, such cost is also vetted by the lender's Independent Engineer (LIE) and Financial Advisor (LFA), all appointed by the lender.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

**B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:  a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>(Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.)</i>	The Company avails working capital facilities and/or loans and/or other borrowings from various banks, NBFCs and other financial institutions, each with different terms and security structures, resulting in varying interest rates. However, on an average basis, the effective interest rate on such borrowings ranges between 8% and 12%.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks or transfer pricing principles.

5	Maturity / due date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
6	Repayment schedule & terms	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting regular operational expenses and other routine business obligations.

**Additional Information if RPT is material:**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	BBB by Crisil
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
3	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
4	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
5	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
6	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

7	Material terms of the proposed transaction	Refer above table.
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**B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Purpose for which funds shall be utilized by the investee company.	To develop Solar Power Project
4	Material terms of the proposed transaction	Investment shall be in the Form of Equity shares/Hybrid Securities. Where Investment in shares, it shall rank pari-passu with existing shares of same class. Shares shall be in demat Form and in the denomination of Face Value of Rs. 10 each.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any  This shall be applicable in case of investment in debt securities.	BBB by Crisil  The Company has not made any investment in the debt securities of Truere Guj SPV Private Limited, a related party. However, as the credit rating of the related party is available, the same has been disclosed on a voluntary basis here.
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

**B (4) Guarantee, surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

Sr. No.	Particulars of the information	Information provided by the management
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1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Company provide Corporate Guarantee to the Lender on behalf of the related party to provide an additional comfort and security measure to ensure subsidiary's ability to meet its financial obligations and enabling the smooth execution and development of its solar power projects. It facilitates the loan/borrowing arrangements of the related party.
2	(b) Whether it will create a legally binding obligation on listed entity?	Yes
3	Material covenants of the proposed transaction including:  (i) commission, if any to be received by the listed entity or its subsidiary;  (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Since Corporate Guarantee shall be provided to Lender for its Subsidiary; hence no commission shall be charged by the Company.  No such contractual provision to recover money if guarantee is invoked.
4	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.  Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Up to Rs. 222.00 Crore  No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till the time when Corporate Guarantee falls off after creation and perfection of securities.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	BBB by Crisil
2	Details of solvency status and going concern status of the related party during the last three financial years:	Truere Guj Spv Private Limited, a Subsidiary incorporated on 30 <sup>th</sup> January 2024, is currently engaged in developing solar power plants. In accordance with applicable accounting standards and GAAP, the subsidiary remained going concern and solvent in its initial years of operation since its incorporation.

3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Upto Rs. 222.00 Crore
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.  Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	None
5	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
6	Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
7	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
8	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

## 6. Truere Mountain Private Limited

### A (1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Truere Mountain Private Limited

2	Country of incorporation of the related party	India
3	Nature of business of the Related party	Generation, Distribution and Selling of Electricity

**A (2) Relationship and ownership of the related party**

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Truere Mountain Private Limited is Wholly Owned Subsidiary of the Company Nature of Concern- Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company directly holds 100 % shareholding of Truere Mountain Private Limited
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

**A (3) Details of previous transactions with the related party**

Sr. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 110.54 Crore
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 61.17 Crore
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

**A (4) Amount of the proposed transactions**

Sr. No.	Particulars of the information	Information provided by the management																										
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Up to Rs. 300 Crore</p> <p>Bifurcation of above limit is as under:</p> <table border="1" data-bbox="735 555 1528 1041"> <thead> <tr> <th data-bbox="735 555 818 658">Sr. No.</th> <th data-bbox="818 555 1294 658">Particulars</th> <th colspan="2" data-bbox="1294 555 1528 658">Value Up to</th> </tr> </thead> <tbody> <tr> <td data-bbox="735 658 818 763">1.</td> <td data-bbox="818 658 1294 763">Sale of Goods and rendering of Services</td> <td colspan="2" data-bbox="1294 658 1528 763">Rs. 110.00 Crore</td> </tr> <tr> <td data-bbox="735 763 818 831">2.</td> <td data-bbox="818 763 1294 831">Investment in Securities</td> <td colspan="2" data-bbox="1294 763 1528 831">Rs. 27.50 Crore</td> </tr> <tr> <td data-bbox="735 831 818 902">3.</td> <td data-bbox="818 831 1294 902">Giving Corporate Guarantee</td> <td colspan="2" data-bbox="1294 831 1528 902">Rs. 82.50 Crore</td> </tr> <tr> <td data-bbox="735 902 818 972">4.</td> <td data-bbox="818 902 1294 972">Pledging of Investments</td> <td colspan="2" data-bbox="1294 902 1528 972">Rs. 14.03 Crore</td> </tr> <tr> <td data-bbox="735 972 818 1041">5.</td> <td data-bbox="818 972 1294 1041">Giving Loan</td> <td colspan="2" data-bbox="1294 972 1528 1041">Rs. 65.97 Crore</td> </tr> </tbody> </table>			Sr. No.	Particulars	Value Up to		1.	Sale of Goods and rendering of Services	Rs. 110.00 Crore		2.	Investment in Securities	Rs. 27.50 Crore		3.	Giving Corporate Guarantee	Rs. 82.50 Crore		4.	Pledging of Investments	Rs. 14.03 Crore		5.	Giving Loan	Rs. 65.97 Crore	
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2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																										
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<table border="1" data-bbox="735 1256 1538 1733"> <thead> <tr> <th data-bbox="735 1256 1078 1368">Nature of Transaction</th> <th data-bbox="1078 1256 1270 1368">Value up to</th> <th data-bbox="1270 1256 1538 1368">% of annual consolidated turnover</th> </tr> </thead> <tbody> <tr> <td data-bbox="735 1368 1078 1440">Sale of Goods and Rendering of services</td> <td data-bbox="1078 1368 1270 1440">Rs. 110.00 Crore</td> <td data-bbox="1270 1368 1538 1440">11.14%</td> </tr> <tr> <td data-bbox="735 1440 1078 1512">Giving Loan</td> <td data-bbox="1078 1440 1270 1512">Rs. 65.97 Crore</td> <td data-bbox="1270 1440 1538 1512">6.68%</td> </tr> <tr> <td data-bbox="735 1512 1078 1583">Investment in Securities</td> <td data-bbox="1078 1512 1270 1583">Rs. 27.50 Crore</td> <td data-bbox="1270 1512 1538 1583">2.79%</td> </tr> <tr> <td data-bbox="735 1583 1078 1655">Giving Corporate Guarantee</td> <td data-bbox="1078 1583 1270 1655">Rs. 82.50 Crore</td> <td data-bbox="1270 1583 1538 1655">8.36%</td> </tr> <tr> <td data-bbox="735 1655 1078 1733">Pledging of Investments</td> <td data-bbox="1078 1655 1270 1733">Rs. 14.03 Crore</td> <td data-bbox="1270 1655 1538 1733">1.42%</td> </tr> </tbody> </table>			Nature of Transaction	Value up to	% of annual consolidated turnover	Sale of Goods and Rendering of services	Rs. 110.00 Crore	11.14%	Giving Loan	Rs. 65.97 Crore	6.68%	Investment in Securities	Rs. 27.50 Crore	2.79%	Giving Corporate Guarantee	Rs. 82.50 Crore	8.36%	Pledging of Investments	Rs. 14.03 Crore	1.42%						
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4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable																										

5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil. The percentage of the proposed transaction to the standalone turnover of the related party cannot be computed, as the related party reported Nil revenue during the financial year 2024-25 since its project is presently under construction.
6	Financial performance of the related party for the immediately preceding financial year:	Turnover: Nil PAT: Rs (0.11) Crore Net worth: Rs 6.75 Crore

**A (5) Basic details of the proposed transaction (Details to be provided separately for each type of transaction)**

Sr. No	Particulars of the information	Information provided by the management				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods and Rendering of Services	Investment in Securities	Granting Corporate Guarantee	Pledging on Investments	Giving Loans
2	Details of each type of the proposed transaction	In line with its objects, the Company is engaged across the renewable energy value chain, including engineering, procurement and construction (EPC) of solar power projects, power generation, compressed biogas, battery energy storage systems (BESS), green hydrogen and e-fuels, along with leasing, operation and maintenance services. The	The investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary. Therefore, the Company makes	In order to facilitate the loan/borrowing arrangements of Truere Mountain Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.	To further facilitate the loan/borrowing arrangements of Truere Mountain Private Limited, the Company is required to pledge its investment in the subsidiary in favour of the lender at such percentage as agreed in Loan documents. Such pledge of shares/hybrid	The Company grants unsecured loans to Truere Mountain Private Limited for meeting regular operational expenses and other routine business obligations.

		<p>Company also undertakes construction, installation and maintenance of related power infrastructure such as power stations, cables and transmission lines. Accordingly, the Company undertakes the EPC of the Solar Power Plant set up by Truere Mountain Private Limited to sell and distribute power/electricity to the clients like Government bodies and other Body Corporates.</p>	<p>an investment in the securities of its subsidiary, Truere Mountain Private Limited as per lender terms and conditions.</p>		<p>securities forms part of the standard security package and is a preliminary condition stipulated in the loan sanction letter, ensuring adequate promoter commitment and financial comfort to the lender.</p>	
3	<p>Tenure of the proposed transaction (tenure in number of years or months to be specified)</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval.</p> <p>it is clarified that while the transactions may be entered into during the validity period of the Members approval, Corporate Guarantee may extend beyond the validity period, in accordance with the agreed commercial</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval and remain valid till the tenure of Loan availed by the Subsidiary.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, however</p>	<p>Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a</p>

				terms with the Lenders.	tenure of pledging of investment may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.	maximum tenure of up to five (5) years from the date of disbursement.  It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in accordance with the agreed commercial terms.
4	Whether omnibus approval is being sought?	<p>Yes</p> <p>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall ensure transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</p>				
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Crore)	up to Rs. 110.00 Crore  Tenure of Proposed transaction is defined in clause A (5)(3).	up to Rs. 27.50 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)	up to Rs. 82.50 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)	up to Rs. 14.03 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)	up to Rs. 65.97 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)

6	<p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</p>	<p>The proposed transaction for EPC in solar power projects is in the interest of the Company as the Company brings established technical capability, proven execution experience, and supply-chain strength that enable timely, cost-efficient, and high-quality project delivery. The engagement supports the Company's strategic plan to scale its renewable energy portfolio while minimizing execution risks and optimizing capital costs. Such EPC will contribute to revenue of the Company.</p> <p>Further, the commercial terms have been evaluated against market benchmarks to ensure they are on an arm's-length basis and in the ordinary course of business, thereby protecting the Company's and its shareholders' interests. The Company have obtained the Transfer Pricing Report for the same.</p>	<p>The investment by the Company will enable its Wholly Owned Subsidiary, Truere Mountain Private Limited, to develop solar power plants, for which the EPC activities will be undertaken by the Company. Further, the investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary.</p>	<p>The extension of a Corporate Guarantee by the Company to the lender of its Wholly Owned Subsidiary, Truere Mountain Private Limited enable the subsidiary to secure funding on favourable terms, thereby facilitating timely project development. Therefore, in order to facilitate the loan/borrowing arrangements of Truere Mountain Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>The proposed pledge of the Company's investment in its wholly owned subsidiary, Truere Mountain Private Limited, is intended to enable the subsidiary to raise funds for development of solar power projects, which are to be executed by the Company on an EPC basis. As part of the financing arrangements, the Company is required to pledge its investment in favour of the lender, to the extent agreed in the loan documents.</p>	<p>The Company extends the loans to its Wholly Owned Subsidiary, Truere Mountain Private Limited, to support operational requirements, business expansion, and general corporate expenses. As the subsidiary's project is currently under construction and revenue generation will commence only upon commissioning, ongoing financial support is required to meet routine expenses.</p>
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7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>A. Name of Director/KMP B. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Anirudh Sarswat, Promoter of the Company holds 1 share in Truere Mountain Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Mountain Private Limited.</p>	<p>Mr. Anirudh Sarswat, Promoter of the Company holds 1 share in Truere Mountain Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Mountain Private Limited.</p>	<p>Mr. Anirudh Sarswat, Promoter of the Company holds 1 share in Truere Mountain Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Mountain Private Limited.</p>	<p>Mr. Anirudh Sarswat, Promoter of the Company holds 1 share in Truere Mountain Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Mountain Private Limited.</p>	<p>Mr. Anirudh Sarswat, Promoter of the Company holds 1 share in Truere Mountain Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Mountain Private Limited.</p>
8	<p>A copy of the valuation or other external party report, if any, shall be placed before</p>	<p>Yes, the Transfer Pricing report has been obtained by the Company and presented to the Audit Committee</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>

	the Audit Committee.					
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**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	The EPC cost is determined on an arm's length basis and is vetted and reviewed by the lender at the time of loan sanction; thereafter, such cost is also vetted by the lender's Independent Engineer (LIE) and Financial Advisor (LFA), all appointed by the lender.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

**B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:  a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable

3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>(Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.)</i>	The Company avails working capital facilities and/or loans and/or other borrowings from various banks, NBFCs and other financial institutions, each with different terms and security structures, resulting in varying interest rates. However, on an average basis, the effective interest rate on such borrowings ranges between 8% and 12%.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks or transfer pricing principles.
5	Maturity / due date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
6	Repayment schedule & terms	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting regular operational expenses and other routine business obligations.

**Additional Information if RPT is material:**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	BBB by Crisil
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
3	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
4	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is	No

	currently subsisting;	
5	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
6	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
7	Material terms of the proposed transaction	Refer above table.

**B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Purpose for which funds shall be utilized by the investee company.	To develop Solar Power Project
4	Material terms of the proposed transaction	Investment shall be in the Form of Equity shares/Hybrid Securities. Where Investment in shares, it shall rank pari-passu with existing shares of same class. Shares shall be in demat Form and in the denomination of Face Value of Rs. 10 each.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
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1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p> <p>This shall be applicable in case of investment in debt securities.</p>	BBB by Crisil
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

**B (4) Guarantee, surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

Sr. No.	Particulars of the information	Information provided by the management
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Company provide Corporate Guarantee to the Lender on behalf of the related party to provide an additional comfort and security measure to ensure subsidiary's ability to meet its financial obligations and enabling the smooth execution and development of its solar power projects. It facilitates the loan/borrowing arrangements of the related party.
2	(b) Whether it will create a legally binding obligation on listed entity?	Yes
3	<p>Material covenants of the proposed transaction including:</p> <p>(i) commission, if any to be received by the listed entity or its subsidiary;</p> <p>(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>Since Corporate Guarantee shall be provided to Lender for its Subsidiary; hence no commission shall be charged by the Company.</p> <p>No such contractual provision to recover money if guarantee is invoked.</p>
4	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Up to Rs. 82.50 Crore</p> <p>No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till the time when Corporate Guarantee falls off after creation and perfection of securities.</p>

**Additional Information if RPT is material:**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	BBB by Crisil
2	Details of solvency status and going concern status of the related party during the last three financial years:	Truere Mountain Private Limited, a Wholly Owned Subsidiary incorporated on 03 <sup>rd</sup> May 2024, is currently engaged in developing solar power plants. In accordance with applicable accounting standards and GAAP, the subsidiary remained going concern and solvent in its initial years of operation since its incorporation.
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Upto Rs. 82.50 Crore
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.  Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	None
5	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
6	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No

7	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
8	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

## 7. Truere Ocean Private Limited

### A (1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Truere Ocean Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the Related party	Generation, Distribution and Selling of Electricity

### A (2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Truere Ocean Private Limited is Wholly Owned Subsidiary of the Company Nature of Concern- Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company directly holds 100 % shareholding of Truere Ocean Private Limited
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

### A (3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 48.66 Crore
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 52.52 Crore
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

#### A (4) Amount of the proposed transactions

Sr. No.	Particulars of the information	Information provided by the management																		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Up to Rs. 300 Crore</p> <p>Bifurcation of above limit is as under:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Particulars</th> <th>Value Up to</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods and rendering of Services</td> <td>Rs. 110.00 Crore</td> </tr> <tr> <td>2.</td> <td>Investment in Securities</td> <td>Rs. 27.50 Crore</td> </tr> <tr> <td>3.</td> <td>Giving Corporate Guarantee</td> <td>Rs. 82.50 Crore</td> </tr> <tr> <td>4.</td> <td>Pledging of Investments</td> <td>Rs. 14.03 Crore</td> </tr> <tr> <td>5.</td> <td>Giving Loan</td> <td>Rs. 65.97 Crore</td> </tr> </tbody> </table>	Sr. No.	Particulars	Value Up to	1.	Sale of Goods and rendering of Services	Rs. 110.00 Crore	2.	Investment in Securities	Rs. 27.50 Crore	3.	Giving Corporate Guarantee	Rs. 82.50 Crore	4.	Pledging of Investments	Rs. 14.03 Crore	5.	Giving Loan	Rs. 65.97 Crore
Sr. No.	Particulars	Value Up to																		
1.	Sale of Goods and rendering of Services	Rs. 110.00 Crore																		
2.	Investment in Securities	Rs. 27.50 Crore																		
3.	Giving Corporate Guarantee	Rs. 82.50 Crore																		
4.	Pledging of Investments	Rs. 14.03 Crore																		
5.	Giving Loan	Rs. 65.97 Crore																		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year																			

		Nature of Transaction	Value up to	% of annual consolidated turnover
		Sale of Goods and Rendering of services	Rs. 110.00 Crore	11.14%
		Giving Loan	Rs. 65.97 Crore	6.68%
		Investment in Securities	Rs. 27.50 Crore	2.79%
		Giving Corporate Guarantee	Rs. 82.50 Crore	8.36%
		Pledging of Investments	Rs. 14.03 Crore	1.42%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable		
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil. The percentage of the proposed transaction to the standalone turnover of the related party cannot be computed, as the related party reported Nil revenue during the financial year 2024–25 since its project is presently under construction.		
6	Financial performance of the related party for the immediately preceding financial year:	Turnover: Nil PAT: Rs. (0.11) Crore Net worth: Rs. 6.24 Crore		

**A (5) Basic details of the proposed transaction (Details to be provided separately for each type of transaction)**

Sr. No.	Particulars of the information	Information provided by the management				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods and Rendering of Services	Investment in Securities	Granting Corporate Guarantee	Pledging on Investments	Giving Loans

2	Details of each type of the proposed transaction	<p>In line with its objects, the Company is engaged across the renewable energy value chain, including engineering, procurement and construction (EPC) of solar power projects, power generation, compressed biogas, battery energy storage systems (BESS), green hydrogen and e-fuels, along with leasing, operation and maintenance services. The Company also undertakes construction, installation and maintenance of related power infrastructure such as power stations, cables and transmission lines. Accordingly, the Company undertakes the EPC of the Solar Power Plant set up by Truere Ocean Private Limited to sell and distribute power/electricity to the clients like Government bodies and other Body Corporates.</p>	<p>The investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary. Therefore, the Company makes an investment in the securities of its subsidiary, Truere Ocean Private Limited as per lender terms and conditions.</p>	<p>In order to facilitate the loan/borrowing arrangements of Truere Ocean Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>To further facilitate the loan/borrowing arrangements of Truere Ocean Private Limited, the Company is required to pledge its investment in the subsidiary in favour of the lender at such percentage as agreed in Loan documents. Such pledge of shares/hybrid securities forms part of the standard security package and is a preliminary condition stipulated in the loan sanction letter, ensuring adequate promoter commitment and financial comfort to the lender.</p>	<p>The Company grants unsecured loans to Truere Ocean Private Limited for meeting regular operational expenses and other routine business obligations.</p>
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3	<p>Tenure of the proposed transaction (tenure in number of years or months to be specified)</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval.</p> <p>it is clarified that while the transactions may be entered into during the validity period of the Members approval, Corporate Guarantee may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval and remain valid till the tenure of Loan availed by the Subsidiary.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, however tenure of pledging of investment may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in</p>
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						accordance with the agreed commercial terms.
4	Whether omnibus approval is being sought?	<p>Yes</p> <p>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall ensure transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</p>				
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Crore)	<p>up to Rs. 110.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3).</p>	<p>up to Rs. 27.50 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 82.50 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 14.03 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 65.97 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction for EPC in solar power projects is in the interest of the Company as the Company brings established technical capability, proven execution experience, and supply-chain	The investment by the Company will enable its Wholly Owned Subsidiary, Truere Ocean Private Limited, to develop solar power plants, for which the EPC activities will be undertaken by	The extension of a Corporate Guarantee by the Company to the lender of its Wholly Owned Subsidiary, Truere Ocean Private Limited enable the subsidiary to secure funding	The proposed pledge of the Company's investment in its wholly owned subsidiary, Truere Ocean Private Limited, is intended to enable the	The Company extends the loans to its Wholly Owned Subsidiary, Truere Ocean Private Limited, to support operational requirements, business

		<p>strength that enable timely, cost-efficient, and high-quality project delivery. The engagement supports the Company's strategic plan to scale its renewable energy portfolio while minimizing execution risks and optimizing capital costs. Such EPC will contribute to revenue of the Company.</p> <p>Further, the commercial terms have been evaluated against market benchmarks to ensure they are on an arm's-length basis and in the ordinary course of business, thereby protecting the Company's and its shareholders' interests. The Company have obtained the Transfer Pricing Report for the same.</p>	<p>the Company. Further, the investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary.</p>	<p>on favourable terms, thereby facilitating timely project development. Therefore, in order to facilitate the loan/borrowing arrangements of Truere Ocean Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>subsidiary to raise funds for development of solar power projects, which are to be executed by the Company on an EPC basis. As part of the financing arrangements, the Company is required to pledge its investment in favour of the lender, to the extent agreed in the loan documents.</p>	<p>expansion, and general corporate expenses. As the subsidiary's project is currently under construction and revenue generation will commence only upon commissioning , ongoing financial support is required to meet routine expenses.</p>
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or</p>	<p>Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Ocean Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies.</p>	<p>Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Ocean Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in</p>	<p>Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Ocean Private Limited as Nominee of the Company to comply with statutory requirement of having</p>	<p>Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Ocean Private Limited as Nominee of the Company to comply with statutory requirement</p>	<p>Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Ocean Private Limited as Nominee of the Company to comply with statutory requirement of</p>

	indirectly. A. Name of Director/KMP B. Shareholding of the director / KMP, whether direct or indirect, in the related party	He does not have any beneficial interest in such shares.  None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Ocean Private Limited.	Private Companies. He does not have any beneficial interest in such shares.  None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Ocean Private Limited.	minimum two members in Private Companies. He does not have any beneficial interest in such shares.  None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Ocean Private Limited.	of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.  None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Ocean Private Limited.	having minimum two members in Private Companies. He does not have any beneficial interest in such shares.  None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Ocean Private Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes, the Transfer Pricing report has been obtained by the Company and presented to the Audit Committee	Not Applicable	Not Applicable	Not Applicable	Not Applicable

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	The EPC cost is determined on an arm's length basis and is vetted and reviewed by the lender at the time of loan sanction; thereafter, such cost is also vetted by the lender's Independent

		Engineer (LIE) and Financial Advisor (LFA), all appointed by the lender.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

**B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>(Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.)</i>	The Company avails working capital facilities and/or loans and/or other borrowings from various banks, NBFCs and other financial institutions, each with different terms and security structures, resulting in varying interest rates. However, on an average basis, the effective interest rate on such borrowings ranges between 8% and 12%.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks or transfer pricing principles.
5	Maturity / due date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.

6	Repayment schedule & terms	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting regular operational expenses and other routine business obligations.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	BBB by Crisil
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
3	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
4	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
5	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
6	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
7	Material terms of the proposed transaction	Refer above table.

**B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Purpose for which funds shall be utilized by the investee company.	To develop Solar Power Project
4	Material terms of the proposed transaction	Investment shall be in the Form of Equity shares/Hybrid Securities. Where Investment in shares, it shall rank pari-passu with existing shares of same class. Shares shall be in demat Form and in the denomination of Face Value of Rs. 10 each.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any  This shall be applicable in case of investment in debt securities.	BBB by Crisil
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

**B (4) Guarantee, surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

Sr. No.	Particulars of the information	Information provided by the management
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Company provide Corporate Guarantee to the Lender on behalf of the related party to provide an additional comfort and security measure to ensure subsidiary's ability to meet its financial obligations and enabling the smooth execution and development of its solar power projects. It facilitates the loan/borrowing arrangements of the related party.

2	(b) Whether it will create a legally binding obligation on listed entity?	Yes
3	Material covenants of the proposed transaction including:  (i) commission, if any to be received by the listed entity or its subsidiary;  (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Since Corporate Guarantee shall be provided to Lender for its Subsidiary; hence no commission shall be charged by the Company.  No such contractual provision to recover money if guarantee is invoked.
4	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.  Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Up to Rs. 82.50 Crore  No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till the time when Corporate Guarantee falls off after creation and perfection of securities.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	BBB by Crisil
2	Details of solvency status and going concern status of the related party during the last three financial years:	Truere Ocean Private Limited, a Wholly Owned Subsidiary incorporated on 02 <sup>nd</sup> May 2024 is currently engaged in developing solar power plants. In accordance with applicable accounting standards and GAAP, the subsidiary remained going concern and solvent in its initial years of operation since its incorporation.

3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Upto Rs. 82.50 Crore
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.  Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	None
5	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
6	Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
7	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
8	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

## 8. Truere Social Private Limited

### A (1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Truere Social Private Limited

2	Country of incorporation of the related party	India
3	Nature of business of the Related party	Generation, Distribution and Selling of Electricity

**A (2) Relationship and ownership of the related party**

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Truere Social Private Limited is Wholly Owned Subsidiary of the Company Nature of Concern- Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company directly holds 100 % shareholding of TRUERE SOCIAL PRIVATE LIMITED
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

**A (3) Details of previous transactions with the related party**

Sr. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 87.64 Crore
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 52.85 Crore
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

**A (4) Amount of the proposed transactions**

Sr. No.	Particulars of the information	Information provided by the management																										
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Up to Rs. 250 Crore Bifurcation of above limit is as under: <table border="1" data-bbox="735 443 1528 929"> <thead> <tr> <th data-bbox="735 443 815 548">Sr. No.</th> <th data-bbox="815 443 1289 548">Particulars</th> <th colspan="2" data-bbox="1289 443 1528 548">Value Up to</th> </tr> </thead> <tbody> <tr> <td data-bbox="735 548 815 654">1.</td> <td data-bbox="815 548 1289 654">Sale of Goods and rendering of Services</td> <td colspan="2" data-bbox="1289 548 1528 654">Rs. 100.00 Crore</td> </tr> <tr> <td data-bbox="735 654 815 725">2.</td> <td data-bbox="815 654 1289 725">Investment in Securities</td> <td colspan="2" data-bbox="1289 654 1528 725">Rs. 25.00 Crore</td> </tr> <tr> <td data-bbox="735 725 815 797">3.</td> <td data-bbox="815 725 1289 797">Giving Corporate Guarantee</td> <td colspan="2" data-bbox="1289 725 1528 797">Rs. 75.00 Crore</td> </tr> <tr> <td data-bbox="735 797 815 869">4.</td> <td data-bbox="815 797 1289 869">Pledging of Investments</td> <td colspan="2" data-bbox="1289 797 1528 869">Rs. 12.75 Crore</td> </tr> <tr> <td data-bbox="735 869 815 929">5.</td> <td data-bbox="815 869 1289 929">Giving Loan</td> <td colspan="2" data-bbox="1289 869 1528 929">Rs. 37.25 Crore</td> </tr> </tbody> </table>			Sr. No.	Particulars	Value Up to		1.	Sale of Goods and rendering of Services	Rs. 100.00 Crore		2.	Investment in Securities	Rs. 25.00 Crore		3.	Giving Corporate Guarantee	Rs. 75.00 Crore		4.	Pledging of Investments	Rs. 12.75 Crore		5.	Giving Loan	Rs. 37.25 Crore	
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2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																										
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<table border="1" data-bbox="735 1146 1533 1624"> <thead> <tr> <th data-bbox="735 1146 1075 1254">Nature of Transaction</th> <th data-bbox="1075 1146 1267 1254">Value up to</th> <th data-bbox="1267 1146 1533 1254">% of annual consolidated turnover</th> </tr> </thead> <tbody> <tr> <td data-bbox="735 1254 1075 1326">Sale of Goods and Rendering of services</td> <td data-bbox="1075 1254 1267 1326">Rs. 100.00 Crore</td> <td data-bbox="1267 1254 1533 1326">10.13%</td> </tr> <tr> <td data-bbox="735 1326 1075 1397">Giving Loan</td> <td data-bbox="1075 1326 1267 1397">Rs. 37.25 Crore</td> <td data-bbox="1267 1326 1533 1397">3.77%</td> </tr> <tr> <td data-bbox="735 1397 1075 1469">Investment in Securities</td> <td data-bbox="1075 1397 1267 1469">Rs. 25.00 Crore</td> <td data-bbox="1267 1397 1533 1469">2.53%</td> </tr> <tr> <td data-bbox="735 1469 1075 1541">Giving Corporate Guarantee</td> <td data-bbox="1075 1469 1267 1541">Rs. 75.00 Crore</td> <td data-bbox="1267 1469 1533 1541">7.60%</td> </tr> <tr> <td data-bbox="735 1541 1075 1624">Pledging of Investments</td> <td data-bbox="1075 1541 1267 1624">Rs. 12.75 Crore</td> <td data-bbox="1267 1541 1533 1624">1.29%</td> </tr> </tbody> </table>			Nature of Transaction	Value up to	% of annual consolidated turnover	Sale of Goods and Rendering of services	Rs. 100.00 Crore	10.13%	Giving Loan	Rs. 37.25 Crore	3.77%	Investment in Securities	Rs. 25.00 Crore	2.53%	Giving Corporate Guarantee	Rs. 75.00 Crore	7.60%	Pledging of Investments	Rs. 12.75 Crore	1.29%						
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4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable																										

5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil. The percentage of the proposed transaction to the standalone turnover of the related party cannot be computed, as the related party reported Nil revenue during the financial year 2024–25 since its project is presently under construction.
6	Financial performance of the related party for the immediately preceding financial year:	Turnover: Nil PAT: Rs. (0.12) Crore Net worth: Rs. 5.85 Crore

**A (5) Basic details of the proposed transaction (Details to be provided separately for each type of transaction)**

Sr. No.	Particulars of the information	Information provided by the management				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods and Rendering of Services	Investment in Securities	Granting Corporate Guarantee	Pledging on Investments	Giving Loans
2	Details of each type of the proposed transaction	In line with its objects, the Company is engaged across the renewable energy value chain, including engineering, procurement and construction (EPC) of solar power projects, power generation, compressed biogas, battery energy storage systems (BESS), green hydrogen and e-fuels, along with leasing, operation and maintenance services. The	The investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary. Therefore, the Company makes	In order to facilitate the loan/borrowing arrangements of Truere Social Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.	To further facilitate the loan/borrowing arrangements of Truere Social Private Limited, the Company is required to pledge its investment in the subsidiary in favour of the lender at such percentage as agreed in Loan documents. Such pledge of shares/hybrid securities	The Company grants unsecured loans to Truere Social Private Limited for meeting regular operational expenses and other routine business obligations.

		<p>Company also undertakes construction, installation and maintenance of related power infrastructure such as power stations, cables and transmission lines. Accordingly, the Company undertakes the EPC of the Solar Power Plant set up by Truere Social Private Limited to sell and distribute power/electricity to the clients like Government bodies and other Body Corporates.</p>	<p>an investment in the securities of its subsidiary, Truere Social Private Limited as per lender terms and conditions.</p>		<p>forms part of the standard security package and is a preliminary condition stipulated in the loan sanction letter, ensuring adequate promoter commitment and financial comfort to the lender.</p>	
3	<p>Tenure of the proposed transaction (tenure in number of years or months to be specified)</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval.</p> <p>it is clarified that while the transactions may be entered into during the validity period of the Members approval, Corporate Guarantee may extend beyond the validity period, in accordance with the agreed commercial</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval and remain valid till the tenure of Loan availed by the Subsidiary.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, however</p>	<p>Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a</p>

				terms with the Lenders.	tenure of pledging of investment may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.	maximum tenure of up to five (5) years from the date of disbursement.  It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in accordance with the agreed commercial terms.
4	Whether omnibus approval is being sought?	<p>Yes</p> <p>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall ensure transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</p>				
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-	up to Rs. 100.00 Crore  Tenure of Proposed transaction is defined in clause A (5)(3).	up to Rs. 25.00 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)	up to Rs. 75.00 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)	up to Rs. 12.75 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)	up to Rs. 37.25 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)

	wise. (Rs. in Crore)					
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed transaction for EPC in solar power projects is in the interest of the Company as the Company brings established technical capability, proven execution experience, and supply-chain strength that enable timely, cost-efficient, and high-quality project delivery. The engagement supports the Company's strategic plan to scale its renewable energy portfolio while minimizing execution risks and optimizing capital costs. Such EPC will contribute to revenue of the Company.</p> <p>Further, the commercial terms have been evaluated against market benchmarks to ensure they are on an arm's-length basis and in the ordinary course of business, thereby protecting the Company's and its shareholders' interests. The Company have obtained the</p>	<p>The investment by the Company will enable its Wholly Owned Subsidiary, Truere Social Private Limited, to develop solar power plants, for which the EPC activities will be undertaken by the Company. Further, the investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary.</p>	<p>The extension of a Corporate Guarantee by the Company to the lender of its Wholly Owned Subsidiary, Truere Social Private Limited enable the subsidiary to secure funding on favourable terms, thereby facilitating timely project development. Therefore, in order to facilitate the loan/borrowing arrangements of Truere Social Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>The proposed pledge of the Company's investment in its wholly owned subsidiary, Truere Social Private Limited, is intended to enable the subsidiary to raise funds for development of solar power projects, which are to be executed by the Company on an EPC basis. As part of the financing arrangements, the Company is required to pledge its investment in favour of the lender, to the extent agreed in the loan documents.</p>	<p>The Company extends the loans to its Wholly Owned Subsidiary, Truere Social Private Limited, to support operational requirements, business expansion, and general corporate expenses. As the subsidiary's project is currently under construction and revenue generation will commence only upon commissioning , ongoing financial support is required to meet routine expenses.</p>

		Transfer Pricing Report for the same.				
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>A. Name of Director/KMP B. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Social Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Social Private Limited.</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Social Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Social Private Limited.</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Social Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Social Private Limited.</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Social Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Social Private Limited.</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Truere Social Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Social Private Limited.</p>
8	A copy of the valuation or other external party report, if	Yes, the Transfer Pricing report has been obtained by the Company and	Not Applicable	Not Applicable	Not Applicable	Not Applicable

	any, shall be placed before the Audit Committee.	presented to the Audit Committee				
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**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	The EPC cost is determined on an arm's length basis and is vetted and reviewed by the lender at the time of loan sanction; thereafter, such cost is also vetted by the lender's Independent Engineer (LIE) and Financial Advisor (LFA), all appointed by the lender.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

**B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:  a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable

3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>(Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.)</i>	The Company avails working capital facilities and/or loans and/or other borrowings from various banks, NBFCs and other financial institutions, each with different terms and security structures, resulting in varying interest rates. However, on an average basis, the effective interest rate on such borrowings ranges between 8% and 12%.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks or transfer pricing principles.
5	Maturity / due date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
6	Repayment schedule & terms	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting regular operational expenses and other routine business obligations.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	BBB by Crisil
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
3	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No

4	Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
5	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
6	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
7	Material terms of the proposed transaction	Refer above table.

**B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Purpose for which funds shall be utilized by the investee company.	To develop Solar Power Project
4	Material terms of the proposed transaction	Investment shall be in the Form of Equity shares/Hybrid Securities. Where Investment in shares, it shall rank pari-passu with existing shares of same class. Shares shall be in demat Form and in the denomination of Face Value of Rs. 10 each.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
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1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p> <p>This shall be applicable in case of investment in debt securities.</p>	BBB by Crisil
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

**B (4) Guarantee, surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

Sr. No.	Particulars of the information	Information provided by the management
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Company provide Corporate Guarantee to the Lender on behalf of the related party to provide an additional comfort and security measure to ensure subsidiary's ability to meet its financial obligations and enabling the smooth execution and development of its solar power projects. It facilitates the loan/borrowing arrangements of the related party.
2	(b) Whether it will create a legally binding obligation on listed entity?	Yes
3	<p>Material covenants of the proposed transaction including:</p> <p>(i) commission, if any to be received by the listed entity or its subsidiary;</p> <p>(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>Since Corporate Guarantee shall be provided to Lender for its Subsidiary; hence no commission shall be charged by the Company.</p> <p>No such contractual provision to recover money if guarantee is invoked.</p>
4	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of</p>	<p>Up to Rs. 75.00 Crore</p> <p>No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till the time when Corporate Guarantee falls off after creation and perfection of securities.</p>

its subsidiary shall also be specified.	
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**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p>	BBB by Crisil
2	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	<p>Truere Social Private Limited, a Wholly Owned Subsidiary incorporated on 06<sup>th</sup> May 2024, is currently engaged in developing solar power plants. In accordance with applicable accounting standards and GAAP, the subsidiary remained going concern and solvent in its initial years of operation since its incorporation.</p>
3	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	Upto Rs. 75.00 Crore
4	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	None
5	<p>Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p>	No

6	Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
7	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
8	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

## 9. Truere Surya Private Limited

### A (1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Truere Surya Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the Related party	Generation, Distribution and Selling of Electricity

### A (2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Truere Surya Private Limited is Subsidiary of the Company Nature of Concern- Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company directly holds 100 % shareholding of Truere Surya Private Limited
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA

4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil
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**A (3) Details of previous transactions with the related party**

Sr. No.	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 51.71 Crore
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 337.27 Crore  *The Company had obtained approval of Shareholders vide postal ballot notice dated 27 <sup>th</sup> March 2025 for undertaking transaction up to Rs. 600 Crore with Truere Surya Private Limited.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

**A (4) Amount of the proposed transactions**

Sr. No.	Particulars of the information	Information provided by the management		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Up to Rs. 1,350 Crore		
		Bifurcation of above limit is as under:		
		<b>Sr. No.</b>	<b>Particulars</b>	<b>Value Up to</b>
		1.	Sale of Goods and rendering of Services	Rs. 600.00 Crore
		2.	Investment in Securities	Rs. 120.00 Crore
		3.	Giving Corporate Guarantee	Rs. 480.00 Crore
		4.	Pledging of Investments	Rs. 61.20 Crore
		5.	Giving Loan	Rs. 88.80 Crore

2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<table border="1"> <thead> <tr> <th>Nature of Transaction</th> <th>Value up to</th> <th>% of annual consolidated turnover</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods and Rendering of services</td> <td>Rs. 600.00 Crore</td> <td>60.78%</td> </tr> <tr> <td>Giving Loan</td> <td>Rs. 88.80 Crore</td> <td>9.00%</td> </tr> <tr> <td>Investment in Securities</td> <td>Rs. 120.00 Crore</td> <td>12.16%</td> </tr> <tr> <td>Giving Corporate Guarantee</td> <td>Rs. 480.00 Crore</td> <td>48.62%</td> </tr> <tr> <td>Pledging of Investments</td> <td>Rs. 61.20 Crore</td> <td>6.20%</td> </tr> </tbody> </table>	Nature of Transaction	Value up to	% of annual consolidated turnover	Sale of Goods and Rendering of services	Rs. 600.00 Crore	60.78%	Giving Loan	Rs. 88.80 Crore	9.00%	Investment in Securities	Rs. 120.00 Crore	12.16%	Giving Corporate Guarantee	Rs. 480.00 Crore	48.62%	Pledging of Investments	Rs. 61.20 Crore	6.20%
Nature of Transaction	Value up to	% of annual consolidated turnover																		
Sale of Goods and Rendering of services	Rs. 600.00 Crore	60.78%																		
Giving Loan	Rs. 88.80 Crore	9.00%																		
Investment in Securities	Rs. 120.00 Crore	12.16%																		
Giving Corporate Guarantee	Rs. 480.00 Crore	48.62%																		
Pledging of Investments	Rs. 61.20 Crore	6.20%																		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable																		
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil. The percentage of the proposed transaction to the standalone turnover of the related party cannot be computed, as the related party reported Nil revenue during the financial year 2024–25 since its project is presently under construction.																		
6	Financial performance of the related party for the immediately preceding financial year:	Turnover: Nil PAT: Rs. (1.18) Crore Net worth: Rs. 50.43 Crore																		

**A (5) Basic details of the proposed transaction (Details to be provided separately for each type of transaction)**

Sr. No.	Particulars of the information	Information provided by the management				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of	Sale of Goods and Rendering of Services	Investment in Securities	Granting Corporate Guarantee	Pledging on Investments	Giving Loans

	goods/services, giving loan, borrowing etc.)					
2	Details of each type of the proposed transaction	<p>In line with its objects, the Company is engaged across the renewable energy value chain, including engineering, procurement and construction (EPC) of solar power projects, power generation, compressed biogas, battery energy storage systems (BESS), green hydrogen and e-fuels, along with leasing, operation and maintenance services. The Company also undertakes construction, installation and maintenance of related power infrastructure such as power stations, cables and transmission lines. Accordingly, the Company undertakes the EPC of the Solar Power Plant set up by Truere Surya Private Limited to sell and distribute power/electricity to the clients like Government bodies and other Body Corporates.</p>	<p>The investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary. Therefore, the Company makes an investment in the securities of its subsidiary, Truere Surya Private Limited.</p>	<p>In order to facilitate the loan/borrowing arrangements of Truere Surya Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and condition.</p>	<p>To further facilitate the loan/borrowing arrangements of Truere Surya Private Limited, the Company is required to pledge its investment in the subsidiary in favour of the lender at such percentage as agreed in Loan documents. Such pledge of shares/hybrid securities forms part of the standard security package and is a preliminary condition stipulated in the loan sanction letter, ensuring adequate promoter commitment and financial comfort to the lender.</p>	<p>The Company grants unsecured loans to Truere Surya Private Limited for meeting regular operational expenses and other routine business obligations.</p>

3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval	Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval.</p> <p>it is clarified that while the transactions may be entered into during the validity period of the Members approval, Corporate Guarantee may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval and remain valid till the tenure of Loan availed by the Subsidiary.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, however tenure of pledging of investment may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in</p>
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						accordance with the agreed commercial terms.
4	Whether omnibus approval is being sought?	<p>Yes</p> <p>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall ensure transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</p>				
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Crore)	<p>up to Rs. 600.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3).</p>	<p>up to Rs. 120.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 480.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 61.20 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>	<p>up to Rs. 88.80 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction for EPC in solar power projects is in the interest of the Company as the Company brings established technical capability, proven execution experience, and supply-chain strength that	The investment by the Company will enable its Subsidiary, Truere Surya Private Limited, to develop solar power plants, for which the EPC activities will be undertaken by the Company. Further, the	The extension of a Corporate Guarantee by the Company to the lender of its Subsidiary, Truere Surya Private Limited enable the subsidiary to secure funding on favourable terms, thereby	The proposed pledge of the Company's investment in its subsidiary, Truere Surya Private Limited, is intended to enable the subsidiary to raise funds for development	The Company extends the loans to its Subsidiary, Truere Surya Private Limited, to support operational requirements, business expansion, and general

		<p>enable timely, cost-efficient, and high-quality project delivery. The engagement supports the Company's strategic plan to scale its renewable energy portfolio while minimizing execution risks and optimizing capital costs. Such EPC will contribute to revenue of the Company.</p> <p>Further, the commercial terms have been evaluated against market benchmarks to ensure they are on an arm's-length basis and in the ordinary course of business, thereby protecting the Company's and its shareholders' interests. The Company have obtained the Transfer Pricing Report for the same.</p>	<p>investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary.</p>	<p>facilitating timely project development. Therefore, in order to facilitate the loan/borrowing arrangements of Truere Surya Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>of solar power projects, which are to be executed by the Company on an EPC basis. As part of the financing arrangements, the Company is required to pledge its investment in favour of the lender, to the extent agreed in the loan documents.</p>	<p>corporate expenses. As the subsidiary's project is currently under construction and revenue generation will commence only upon commissioning, ongoing financial support is required to meet routine expenses.</p>
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p>	<p>Mr. Anirudh Saraswat, Promoter of the Company holds 1 share in Truere Surya Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have</p>	<p>Mr. Anirudh Saraswat, Promoter of the Company holds 1 share in Truere Surya Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in</p>	<p>Mr. Anirudh Saraswat, Promoter of the Company holds 1 share in Truere Surya Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two</p>	<p>Mr. Anirudh Saraswat, Promoter of the Company holds 1 share in Truere Surya Private Limited as Nominee of the Company to comply with statutory requirement of having</p>	<p>Mr. Anirudh Saraswat, Promoter of the Company holds 1 share in Truere Surya Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two</p>

	<p>A. Name of Director/KMP B. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>any beneficial interest in such shares.  Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Surya Private Limited</p>	<p>Private Companies. He does not have any beneficial interest in such shares.  Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Surya Private Limited</p>	<p>members in Private Companies. He does not have any beneficial interest in such shares.  Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Surya Private Limited</p>	<p>minimum two members in Private Companies. He does not have any beneficial interest in such shares.  Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Surya Private Limited</p>	<p>members in Private Companies. He does not have any beneficial interest in such shares.  Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Surya Private Limited</p>
8	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>Yes, the Transfer Pricing report has been obtained by the Company and presented to the Audit Committee</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
1	<p>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</p>	<p>All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.</p>
2	<p>Basis of determination of price.</p>	<p>The EPC cost is determined on an arm's length basis and is vetted and reviewed by the lender at the time of loan sanction; thereafter, such cost is also vetted by the lender's</p>

		Independent Engineer (LIE) and Financial Advisor (LFA), all appointed by the lender.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

**B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:  a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>(Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.)</i>	The Company avails working capital facilities and/or loans and/or other borrowings from various banks, NBFCs and other financial institutions, each with different terms and security structures, resulting in varying interest rates. However, on an average basis, the effective interest rate on such borrowings ranges between 8% and 12%.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks or transfer pricing principles.
5	Maturity / due date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
6	Repayment schedule & terms	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
7	Whether secured or unsecured?	Unsecured

8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting regular operational expenses and other routine business obligations.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not available
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
3	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
4	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
5	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
6	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
7	Material terms of the proposed transaction	Refer above table.

**B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.

2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Purpose for which funds shall be utilized by the investee company.	To develop Solar Power Project
4	Material terms of the proposed transaction	Investment shall be in the Form of Equity shares/Hybrid Securities. Where Investment in shares, it shall rank pari-passu with existing shares of same class. Shares shall be in demat Form and in the denomination of Face Value of Rs. 10 each.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any  This shall be applicable in case of investment in debt securities.	Not Available
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

**B (4) Guarantee, surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

Sr. No.	Particulars of the information	Information provided by the management
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Company provide Corporate Guarantee to the Lender on behalf of the related party to provide an additional comfort and security measure to ensure subsidiary's ability to meet its financial obligations and enabling the smooth execution and development of its solar power projects. It facilitates the loan/borrowing arrangements of the related party.
2	(b) Whether it will create a legally binding obligation on listed entity?	Yes
3	Material covenants of the proposed transaction including:  (i) commission, if any to be received by	Since Corporate Guarantee shall be provided to Lender for its Subsidiary; hence no commission shall be charged by the Company.

	<p>the listed entity or its subsidiary;</p> <p>(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>No such contractual provision to recover money if guarantee is invoked.</p>
4	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Up to Rs. 480.00 Crore</p> <p>No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till the time when Corporate Guarantee falls off after creation and perfection of securities.</p>

**Additional Information if RPT is material:**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p>	<p>Not Available</p>
2	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	<p>Truere Surya Private Limited, a Subsidiary incorporated on 18<sup>th</sup> April 2024, is currently engaged in developing solar power plants. In accordance with applicable accounting standards and GAAP, the subsidiary remained going concern and solvent in its initial years of operation since its incorporation.</p>
3	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Upto Rs. 480.00 Crore</p>

4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.  Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	None
5	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
6	Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
7	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
8	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

## 10. Imperial Nature Private Limited

### A (1) Basic details of the related party

Sr. No	Particulars of the information	Information provided by the management
1	Name of the related party	Imperial Nature Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the Related party	Generation, Distribution and Selling of Electricity

### A (2) Relationship and ownership of the related party

Sr. No	Particulars of the information	Information provided by the management
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1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Imperial Nature Private Limited is Subsidiary of the Company Nature of Concern- Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company directly holds 74 % shareholding of Imperial Nature Private Limited
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

**A (3) Details of previous transactions with the related party**

Sr. No	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Not Applicable as the related party is incorporated on 05 <sup>th</sup> April 2025
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 58.83 Crore
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

**A (4) Amount of the proposed transactions**

Sr. No	Particulars of the information	Information provided by the management
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1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Up to Rs. 150.00 Crore</p> <p>Bifurcation of above limit is as under:</p> <table border="1" data-bbox="738 331 1528 817"> <thead> <tr> <th data-bbox="738 331 818 432">Sr. No.</th> <th data-bbox="818 331 1294 432">Particulars</th> <th data-bbox="1294 331 1528 432">Value Up to</th> </tr> </thead> <tbody> <tr> <td data-bbox="738 432 818 539">1.</td> <td data-bbox="818 432 1294 539">Sale of Goods and rendering of Services</td> <td data-bbox="1294 432 1528 539">Rs. 60.00 Crore</td> </tr> <tr> <td data-bbox="738 539 818 607">2.</td> <td data-bbox="818 539 1294 607">Investment in Securities</td> <td data-bbox="1294 539 1528 607">Rs. 15.00 Crore</td> </tr> <tr> <td data-bbox="738 607 818 674">3.</td> <td data-bbox="818 607 1294 674">Giving Corporate Guarantee</td> <td data-bbox="1294 607 1528 674">Rs. 45.00 Crore</td> </tr> <tr> <td data-bbox="738 674 818 741">4.</td> <td data-bbox="818 674 1294 741">Pledging of Investments</td> <td data-bbox="1294 674 1528 741">Rs. 7.65 Crore</td> </tr> <tr> <td data-bbox="738 741 818 817">5.</td> <td data-bbox="818 741 1294 817">Giving Loan</td> <td data-bbox="1294 741 1528 817">Rs. 22.35 Crore</td> </tr> </tbody> </table>	Sr. No.	Particulars	Value Up to	1.	Sale of Goods and rendering of Services	Rs. 60.00 Crore	2.	Investment in Securities	Rs. 15.00 Crore	3.	Giving Corporate Guarantee	Rs. 45.00 Crore	4.	Pledging of Investments	Rs. 7.65 Crore	5.	Giving Loan	Rs. 22.35 Crore
Sr. No.	Particulars	Value Up to																		
1.	Sale of Goods and rendering of Services	Rs. 60.00 Crore																		
2.	Investment in Securities	Rs. 15.00 Crore																		
3.	Giving Corporate Guarantee	Rs. 45.00 Crore																		
4.	Pledging of Investments	Rs. 7.65 Crore																		
5.	Giving Loan	Rs. 22.35 Crore																		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<table border="1" data-bbox="738 1032 1536 1507"> <thead> <tr> <th data-bbox="738 1032 1082 1144">Nature of Transaction</th> <th data-bbox="1082 1032 1270 1144">Value up to</th> <th data-bbox="1270 1032 1536 1144">% of annual consolidated turnover</th> </tr> </thead> <tbody> <tr> <td data-bbox="738 1144 1082 1211">Sale of Goods and Rendering of services</td> <td data-bbox="1082 1144 1270 1211">Rs. 60.00 Crore</td> <td data-bbox="1270 1144 1536 1211">6.08%</td> </tr> <tr> <td data-bbox="738 1211 1082 1279">Giving Loan</td> <td data-bbox="1082 1211 1270 1279">Rs. 22.35.00 Crore</td> <td data-bbox="1270 1211 1536 1279">2.25%</td> </tr> <tr> <td data-bbox="738 1279 1082 1346">Investment in Securities</td> <td data-bbox="1082 1279 1270 1346">Rs. 15.00 Crore</td> <td data-bbox="1270 1279 1536 1346">1.52%</td> </tr> <tr> <td data-bbox="738 1346 1082 1413">Giving Corporate Guarantee</td> <td data-bbox="1082 1346 1270 1413">Rs. 45.00 Crore</td> <td data-bbox="1270 1346 1536 1413">4.56%</td> </tr> <tr> <td data-bbox="738 1413 1082 1507">Pledging of Investments</td> <td data-bbox="1082 1413 1270 1507">Rs. 7.65 Crore</td> <td data-bbox="1270 1413 1536 1507">0.77%</td> </tr> </tbody> </table>	Nature of Transaction	Value up to	% of annual consolidated turnover	Sale of Goods and Rendering of services	Rs. 60.00 Crore	6.08%	Giving Loan	Rs. 22.35.00 Crore	2.25%	Investment in Securities	Rs. 15.00 Crore	1.52%	Giving Corporate Guarantee	Rs. 45.00 Crore	4.56%	Pledging of Investments	Rs. 7.65 Crore	0.77%
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4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable																		
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil. The percentage of the proposed transaction to the standalone turnover of the related party cannot be computed as the related party is incorporated on 05 <sup>th</sup> April 2025.																		

6	Financial performance of the related party for the immediately preceding financial year:	Not Applicable. (Since the related party is incorporated on 05 <sup>th</sup> April 2025, so It is the first financial year, hence finance performance of related party for the immediately preceding financial year are not available.
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**A (5) Basic details of the proposed transaction (Details to be provided separately for each type of transaction)**

Sr. No	Particulars of the information	Information provided by the management				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods and Rendering of Services	Investment in Securities	Granting Corporate Guarantee	Pledging on Investments	Giving Loans
2	Details of each type of the proposed transaction	In line with its objects, the Company is engaged across the renewable energy value chain, including engineering, procurement and construction (EPC) of solar power projects, power generation, compressed biogas, battery energy storage systems (BESS), green hydrogen and e-fuels, along with leasing, operation and maintenance services. The Company also undertakes construction, installation and maintenance of related power	The investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary. Therefore, the Company makes an investment in the securities of its subsidiary, Imperial Nature Private Limited.	In order to facilitate the loan/borrowing arrangements of Imperial Nature Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.	To further facilitate the loan/borrowing arrangements of Imperial Nature Private Limited, the Company is required to pledge its investment in the subsidiary in favour of the lender at such percentage as agreed in Loan documents. Such pledge of shares/hybrid securities forms part of the standard security package and is a preliminary condition stipulated in	The Company grants unsecured loans to Imperial Nature Private Limited for meeting regular operational expenses and other routine business obligations.

		<p>infrastructure such as power stations, cables and transmission lines. Accordingly, the Company undertakes the EPC of the Solar Power Plant set up by Imperial Nature Private Limited to sell and distribute power/electricity to the clients like Government bodies and other Body Corporates.</p>			<p>the loan sanction letter, ensuring adequate promoter commitment and financial comfort to the lender.</p>	
3	<p>Tenure of the proposed transaction (tenure in number of years or months to be specified)</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval.</p> <p>it is clarified that while the transactions may be entered into during the validity period of the Members approval, Corporate Guarantee may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.</p>	<p>Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval and remain valid till the tenure of Loan availed by the Subsidiary.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, however tenure of pledging of investment may extend beyond the validity period,</p>	<p>Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.</p>

					in accordance with the agreed commercial terms with the Lenders.	It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in accordance with the agreed commercial terms.
4	Whether omnibus approval is being sought?	<p>Yes</p> <p>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall ensure transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</p>				
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Crore)	up to Rs. 60.00 Crore  Tenure of Proposed transaction is defined in clause A (5)(3).	up to Rs. 15.00 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)	up to Rs. 45.00 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)	up to Rs. 7.65 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)	up to Rs. 22.35 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)
6	Justification as to why the RPTs proposed to be entered into are in the interest of	The proposed transaction for EPC in solar power projects is in the interest of the Company as the	The investment by the Company will enable its Subsidiary, Imperial Nature Private Limited, to	The extension of a Corporate Guarantee by the Company to the lender of its Subsidiary,	The proposed pledge of the Company's investment in its subsidiary, Imperial	The Company extends the loans to its Subsidiary, Imperial Nature Private

	the listed entity	<p>Company brings established technical capability, proven execution experience, and supply-chain strength that enable timely, cost-efficient, and high-quality project delivery. The engagement supports the Company's strategic plan to scale its renewable energy portfolio while minimizing execution risks and optimizing capital costs. Such EPC will contribute to revenue of the Company.</p> <p>Further, the commercial terms have been evaluated against market benchmarks to ensure they are on an arm's-length basis and in the ordinary course of business, thereby protecting the Company's and its shareholders' interests. The Company have obtained the Transfer Pricing Report for the same.</p>	<p>develop solar power plants, for which the EPC activities will be undertaken by the Company. Further, the investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary.</p>	<p>Imperial Nature Private Limited enable the subsidiary to secure funding on favourable terms, thereby facilitating timely project development. Therefore, in order to facilitate the loan/borrowing arrangements of Imperial Nature Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>Nature Private Limited, is intended to enable the subsidiary to raise funds for development of solar power projects, which are to be executed by the Company on an EPC basis. As part of the financing arrangements, the Company is required to pledge its investment in favour of the lender, to the extent agreed in the loan documents.</p>	<p>Limited, to support operational requirements, business expansion, and general corporate expenses. As the subsidiary's project is currently under construction and revenue generation will commence only upon commissioning, ongoing financial support is required to meet routine expenses.</p>
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who	None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction,	None of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or	None of the Promoter, Directors or Key Managerial Personnel of the Company have any	None of the Promoter, Directors or Key Managerial Personnel of the Company	None of the Promoter, Directors or Key Managerial Personnel of the Company have any

	have interest in the transaction, whether directly or indirectly.  A. Name of Director/KMP B. Shareholding of the director / KMP, whether direct or indirect, in the related party	nor do they hold any shares in Imperial Nature Private Limited.	concern in this transaction, nor do they hold any shares in Imperial Nature Private Limited.	interest or concern in this transaction, nor do they hold any shares in Imperial Nature Private Limited.	have any interest or concern in this transaction, nor do they hold any shares in Imperial Nature Private Limited.	interest or concern in this transaction, nor do they hold any shares in Imperial Nature Private Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes, the Transfer Pricing report has been obtained by the Company and presented to the Audit Committee	Not Applicable	Not Applicable	Not Applicable	Not Applicable

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	The EPC cost is determined on an arm's length basis and is vetted and reviewed by the lender at the time of loan sanction; thereafter, such cost is also vetted by the lender's Independent Engineer (LIE) and Financial Advisor (LFA), all appointed by the lender.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

**B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>(Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.)</i>	The Company avails working capital facilities and/or loans and/or other borrowings from various banks, NBFCs and other financial institutions, each with different terms and security structures, resulting in varying interest rates. However, on an average basis, the effective interest rate on such borrowings ranges between 8% and 12%.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks or transfer pricing principles.
5	Maturity / due date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
6	Repayment schedule & terms	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting regular operational expenses and other routine business obligations.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
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1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not available
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
3	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
4	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
5	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
6	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
7	Material terms of the proposed transaction	Refer above table.

**B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Purpose for which funds shall be utilized by the investee company.	To develop Solar Power Project

4	Material terms of the proposed transaction	Investment shall be in the Form of Equity shares/Hybrid Securities. Where Investment in shares, it shall rank pari-passu with existing shares of same class. Shares shall be in demat Form and in the denomination of Face Value of Rs. 10 each.
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**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any  This shall be applicable in case of investment in debt securities.	Not Available
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

**B (4) Guarantee, surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

Sr. No.	Particulars of the information	Information provided by the management
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Company provide Corporate Guarantee to the Lender on behalf of the related party to provide an additional comfort and security measure to ensure subsidiary's ability to meet its financial obligations and enabling the smooth execution and development of its solar power projects. It facilitates the loan/borrowing arrangements of the related party.
2	(b) Whether it will create a legally binding obligation on listed entity?	Yes
3	Material covenants of the proposed transaction including:  (i) commission, if any to be received by the listed entity or its subsidiary;  (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Since Corporate Guarantee shall be provided to Lender for its Subsidiary; hence no commission shall be charged by the Company.  No such contractual provision to recover money if guarantee is invoked.

4	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Up to Rs. 45.00 Crore</p> <p>No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till the time when Corporate Guarantee falls off after creation and perfection of securities.</p>
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**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	<p>Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p>	Not Available
2	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	<p>Imperial Nature Private Limited, a Subsidiary incorporated on 05<sup>th</sup> April 2025, is currently engaged in developing solar power plants. In accordance with applicable accounting standards and GAAP, the subsidiary remained going concern and solvent in its initial years of operation since its incorporation.</p>
3	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	Upto Rs. 45.00 Crore
4	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	None

5	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
6	Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
7	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
8	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

#### 11. Truere Knight Private Limited

##### A (1) Basic details of the related party

Sr. No	Particulars of the information	Information provided by the management
1	Name of the related party	Truere Knight Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the Related party	Storage, Distribution and Selling of Electricity by Standalone Battery Energy Storage System (BESS)

##### A (2) Relationship and ownership of the related party

Sr. No	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Truere Knight Private Limited is Wholly Owned Subsidiary of the Company Nature of Concern- Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company directly holds 100 % shareholding of Truere Knight Private Limited

3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

**A (3) Details of previous transactions with the related party**

Sr. No	Particulars of the information	Information provided by the management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs 0.01 Crore
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 62.77 Crore
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

**A (4) Amount of the proposed transactions**

Sr. No	Particulars of the information	Information provided by the management
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1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Up to Rs. 2250 Crore</p> <p>Bifurcation of above limit is as under:</p> <table border="1" data-bbox="738 331 1528 815"> <thead> <tr> <th data-bbox="738 331 818 434">Sr. No.</th> <th data-bbox="818 331 1294 434">Particulars</th> <th data-bbox="1294 331 1528 434">Value Up to</th> </tr> </thead> <tbody> <tr> <td data-bbox="738 434 818 539">1.</td> <td data-bbox="818 434 1294 539">Sale of Goods and rendering of Services</td> <td data-bbox="1294 434 1528 539">Rs. 1000.00 Crore</td> </tr> <tr> <td data-bbox="738 539 818 607">2.</td> <td data-bbox="818 539 1294 607">Investment in Securities</td> <td data-bbox="1294 539 1528 607">Rs. 250.00 Crore</td> </tr> <tr> <td data-bbox="738 607 818 674">3.</td> <td data-bbox="818 607 1294 674">Giving Corporate Guarantee</td> <td data-bbox="1294 607 1528 674">Rs. 750.00 Crore</td> </tr> <tr> <td data-bbox="738 674 818 741">4.</td> <td data-bbox="818 674 1294 741">Pledging of Investments</td> <td data-bbox="1294 674 1528 741">Rs. 127.50 Crore</td> </tr> <tr> <td data-bbox="738 741 818 815">5.</td> <td data-bbox="818 741 1294 815">Giving Loan</td> <td data-bbox="1294 741 1528 815">Rs. 122.50 Crore</td> </tr> </tbody> </table>	Sr. No.	Particulars	Value Up to	1.	Sale of Goods and rendering of Services	Rs. 1000.00 Crore	2.	Investment in Securities	Rs. 250.00 Crore	3.	Giving Corporate Guarantee	Rs. 750.00 Crore	4.	Pledging of Investments	Rs. 127.50 Crore	5.	Giving Loan	Rs. 122.50 Crore
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2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<table border="1" data-bbox="738 1032 1536 1507"> <thead> <tr> <th data-bbox="738 1032 1082 1144">Nature of Transaction</th> <th data-bbox="1082 1032 1270 1144">Value up to</th> <th data-bbox="1270 1032 1536 1144">% of annual consolidated turnover</th> </tr> </thead> <tbody> <tr> <td data-bbox="738 1144 1082 1211">Sale of Goods and Rendering of services</td> <td data-bbox="1082 1144 1270 1211">Rs. 1,000.00 Crore</td> <td data-bbox="1270 1144 1536 1211">101.30%</td> </tr> <tr> <td data-bbox="738 1211 1082 1279">Giving Loan</td> <td data-bbox="1082 1211 1270 1279">Rs. 122.50 Crore</td> <td data-bbox="1270 1211 1536 1279">12.41%</td> </tr> <tr> <td data-bbox="738 1279 1082 1346">Investment in Securities</td> <td data-bbox="1082 1279 1270 1346">Rs. 250.00 Crore</td> <td data-bbox="1270 1279 1536 1346">25.32%</td> </tr> <tr> <td data-bbox="738 1346 1082 1413">Giving Corporate Guarantee</td> <td data-bbox="1082 1346 1270 1413">Rs. 750.00 Crore</td> <td data-bbox="1270 1346 1536 1413">75.97%</td> </tr> <tr> <td data-bbox="738 1413 1082 1507">Pledging of Investments</td> <td data-bbox="1082 1413 1270 1507">Rs. 127.50 Crore</td> <td data-bbox="1270 1413 1536 1507">12.92%</td> </tr> </tbody> </table>	Nature of Transaction	Value up to	% of annual consolidated turnover	Sale of Goods and Rendering of services	Rs. 1,000.00 Crore	101.30%	Giving Loan	Rs. 122.50 Crore	12.41%	Investment in Securities	Rs. 250.00 Crore	25.32%	Giving Corporate Guarantee	Rs. 750.00 Crore	75.97%	Pledging of Investments	Rs. 127.50 Crore	12.92%
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4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable																		
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil. The percentage of the proposed transaction to the standalone turnover of the related party cannot be computed, as the related party reported Nil revenue during the financial year 2024-25 since its project is presently under construction.																		

6	Financial performance of the related party for the immediately preceding financial year:	Turnover: Nil PAT: - Rs. (0.38) Lakh Net worth: Rs 0.01 Crore
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**A (5) Basic details of the proposed transaction (Details to be provided separately for each type of transaction)**

Sr. No .	Particulars of the information	Information provided by the management				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods and Rendering of Services	Investment in Securities	Granting Corporate Guarantee	Pledging on Investments	Giving Loans
2	Details of each type of the proposed transaction	In line with its objects, the Company is engaged across the renewable energy value chain, including engineering, procurement and construction (EPC) of solar power projects, power generation, compressed biogas, battery energy storage systems (BESS), green hydrogen and e-fuels, along with leasing, operation and maintenance services. The Company also undertakes construction, installation and maintenance of related power infrastructure such	The investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary. Therefore, the Company makes an investment in the securities of its subsidiary, Truere Knight Private Limited.	In order to facilitate the loan/borrowing arrangements of Truere Knight Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.	To further facilitate the loan/borrowing arrangements of Truere Knight Private Limited, the Company is required to pledge its investment in the subsidiary in favour of the lender at such percentage as agreed in Loan documents. Such pledge of shares/hybrid securities forms part of the standard security package and is a preliminary condition stipulated in	The Company grants unsecured loans to Truere Knight Private Limited for meeting regular operational expenses and other routine business obligations.

		as power stations, cables and transmission lines. Accordingly, the Company undertakes the EPC of the Solar Power Plant set up by Truere Knight Private Limited to sell and distribute power/electricity to the clients like Government bodies and other Body Corporates.			the loan sanction letter, ensuring adequate promoter commitment and financial comfort to the lender.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval	Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval	Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval.  it is clarified that while the transactions may be entered into during the validity period of the Members approval, Corporate Guarantee may extend beyond the validity period, in accordance with the agreed commercial terms with the Lenders.	Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval and remain valid till the tenure of Loan availed by the Subsidiary.  It is clarified that while the transactions may be entered into during the validity period of the Members approval, however tenure of pledging of investment may extend beyond the validity	Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.

					period, in accordance with the agreed commercial terms with the Lenders.	It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in accordance with the agreed commercial terms.
4	Whether omnibus approval is being sought?	<p>Yes</p> <p>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall ensure transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</p>				
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Crore)	up to Rs. 1,000.00 Crore  Tenure of Proposed transaction is defined in clause A (5)(3).	up to Rs. 250.00 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)	up to Rs. 750.00 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)	up to Rs. 127.50 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)	up to Rs. 122.50 Crore  Tenure of Proposed transaction is defined in clause A (5)(3)
6	Justification as to why the RPTs proposed to be entered into are in the interest of	The proposed transaction for EPC in solar power projects is in the interest of the Company as the	The investment by the Company will enable its Wholly Owned Subsidiary, Truere Knight Private	The extension of a Corporate Guarantee by the Company to the lender of its Wholly Owned	The proposed pledge of the Company's investment in its wholly owned	The Company extends the loans to its Wholly Owned Subsidiary, Truere Knight

	the listed entity	<p>Company brings established technical capability, proven execution experience, and supply-chain strength that enable timely, cost-efficient, and high-quality project delivery. The engagement supports the Company's strategic plan to scale its renewable energy portfolio while minimizing execution risks and optimizing capital costs. Such EPC will contribute to revenue of the Company.</p> <p>Further, the commercial terms have been evaluated against market benchmarks to ensure they are on an arm's-length basis and in the ordinary course of business, thereby protecting the Company's and its shareholders' interests. The Company have obtained the Transfer Pricing Report for the same.</p>	<p>Limited, to develop solar power plants, for which the EPC activities will be undertaken by the Company. Further, the investment requirement arises from the loan sanction terms prescribed by the lender, which mandate that the promoter company provide a specified level of equity or quasi-equity to support the development and execution of solar power plant projects being undertaken by the subsidiary.</p>	<p>Subsidiary, Truere Knight Private Limited enable the subsidiary to secure funding on favourable terms, thereby facilitating timely project development. Therefore, in order to facilitate the loan/borrowing arrangements of Truere Knight Private Limited, the Company extends a Corporate Guarantee to the lender as per lender terms and conditions.</p>	<p>subsidiary, Truere Knight Private Limited, is intended to enable the subsidiary to raise funds for development of solar power projects, which are to be executed by the Company on an EPC basis. As part of the financing arrangements, the Company is required to pledge its investment in favour of the lender, to the extent agreed in the loan documents.</p>	<p>Private Limited, to support operational requirements, business expansion, and general corporate expenses. As the subsidiary's project is currently under construction and revenue generation will commence only upon commissioning, ongoing financial support is required to meet routine expenses.</p>
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who	Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Knight Private Limited as Nominee of the Company to	Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Knight Private Limited as Nominee of the	Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Knight Private Limited	Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Knight Private	Mr. Parveen Kumar, Promoter of the Company holds 1 share in Truere Knight Private

	<p>have interest in the transaction, whether directly or indirectly.</p> <p>A. Name of Director/KMP B. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Knight Private Limited.</p>	<p>Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Knight Private Limited.</p>	<p>as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Knight Private Limited.</p>	<p>Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Knight Private Limited.</p>	<p>Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Truere Knight Private Limited.</p>
8	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>Yes, the Transfer Pricing report has been obtained by the Company and presented to the Audit Committee</p>	Not Applicable	Not Applicable	Not Applicable	Not Applicable

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
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1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	The EPC cost is determined on an arm's length basis and is vetted and reviewed by the lender at the time of loan sanction; thereafter, such cost is also vetted by the lender's Independent Engineer (LIE) and Financial Advisor (LFA), all appointed by the lender.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

**B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:  a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>(Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.)</i>	The Company avails working capital facilities and/or loans and/or other borrowings from various banks, NBFCs and other financial institutions, each with different terms and security structures, resulting in varying interest rates. However, on an average basis, the effective interest rate on such borrowings ranges between 8% and 12%.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks or transfer pricing principles.

5	Maturity / due date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
6	Repayment schedule & terms	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting regular operational expenses and other routine business obligations.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not available
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
3	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
4	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
5	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
6	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

7	Material terms of the proposed transaction	Refer above table.
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**B (3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to make investment, specify the following:	<p><b>a. Nature of indebtedness:</b> Non-Convertible Debenture</p> <p><b>b. Total cost of borrowing:</b> Rs. 75 Crore with coupon rate of 11.65% per annum payable monthly.</p> <p><b>c. Tenure:</b> 48 Months</p> <p><b>d. Other details:</b> The Issue shall be secured by way of</p> <p>(1) second ranking charge over current assets and unencumbered movable fixed assets by way of hypothecation ("Hypothecated Assets").</p> <p>(2) Pledge of Shares of identified subsidiaries held by Oriana Power Limited ("Pledgor") in to the extent of 0.50X of Issuance amount.</p> <p>(3) Charge on Escrow Account and identified receivables (From identified third party EPC or SPVs ("Identified Receivables").</p> <p>(4) Undated Cheques of 1X of the issuance amount.</p> <p>(5) Personal Guarantee of Promoters and DSRA of amount Rs. 5.60 Crore.</p>
3	Purpose for which funds shall be utilized by the investee company.	To develop standalone Battery Energy Storage System
4	Material terms of the proposed transaction	Investment shall be in the Form of Equity shares/Hybrid Securities. Where Investment in shares, it shall rank pari-passu with existing shares of same class. Shares shall be in demat Form and in the denomination of Face Value of Rs. 10 each.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide	Not Available

	structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any  This shall be applicable in case of investment in debt securities.	
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

**B (4) Guarantee, surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

Sr. No.	Particulars of the information	Information provided by the management
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The Company provide Corporate Guarantee to the Lender on behalf of the related party to provide an additional comfort and security measure to ensure subsidiary's ability to meet its financial obligations and enabling the smooth execution and development of its solar power projects. It facilitates the loan/borrowing arrangements of the related party.
2	(b) Whether it will create a legally binding obligation on listed entity?	Yes
3	Material covenants of the proposed transaction including:  (i) commission, if any to be received by the listed entity or its subsidiary;  (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Since Corporate Guarantee shall be provided to Lender for its Subsidiary; hence no commission shall be charged by the Company.  No such contractual provision to recover money if guarantee is invoked.
4	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.  Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Up to Rs. 750.00 Crore  No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till the time when Corporate Guarantee falls off after creation and perfection of securities.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p>	Not Available
2	Details of solvency status and going concern status of the related party during the last three financial years:	Truere Knight Private Limited, a Wholly Owned Subsidiary incorporated on 05 <sup>th</sup> December 2024, is currently engaged in developing solar power plants. In accordance with applicable accounting standards and GAAP, the subsidiary remained going concern and solvent in its initial years of operation since its incorporation.
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Upto Rs. 750.00 Crore
4	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	None
5	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
6	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
7	Whether the related party is undergoing or facing any application for commencement of an insolvency	No

	resolution process or liquidation;	
8	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

## 12. Oriana U Solar Joint Venture Private Limited

### A (1) Basic details of the related party

Sr. No	Particulars of the information	Information provided by the management
1	Name of the related party	Oriana U Solar Joint Venture Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the Related party	To undertake EPC of solar power

### A (2) Relationship and ownership of the related party

Sr. No	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Oriana Usolar Joint Venture Private Limited is Subsidiary of the Company Nature of Concern- Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company directly holds 74 % shareholding of Oriana Usolar Joint Venture Private Limited
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

### A (3) Details of previous transactions with the related party

<b>Sr. No</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Not Applicable as the related party is incorporated on 29 <sup>th</sup> December 2025
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable

#### **A (4) Amount of the proposed transactions**

<b>Sr. No</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>									
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Up to Rs. 1,046.00 Crore</p> <p>Bifurcation of above limit is as under:</p> <table border="1"> <thead> <tr> <th><b>Sr. No.</b></th> <th><b>Particulars</b></th> <th><b>Value Up to</b></th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods and rendering of Services</td> <td>Rs. 1000.00 Crore</td> </tr> <tr> <td>2.</td> <td>Giving Loan</td> <td>Rs. 46.00 Crore</td> </tr> </tbody> </table>	<b>Sr. No.</b>	<b>Particulars</b>	<b>Value Up to</b>	1.	Sale of Goods and rendering of Services	Rs. 1000.00 Crore	2.	Giving Loan	Rs. 46.00 Crore
<b>Sr. No.</b>	<b>Particulars</b>	<b>Value Up to</b>									
1.	Sale of Goods and rendering of Services	Rs. 1000.00 Crore									
2.	Giving Loan	Rs. 46.00 Crore									
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes									

3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<table border="1"> <thead> <tr> <th>Nature of Transaction</th> <th>Value up to</th> <th>% of annual consolidated turnover</th> </tr> </thead> <tbody> <tr> <td>Sale of Goods and Rendering of services</td> <td>Rs. 1,000.00 Crore</td> <td>101.30%</td> </tr> <tr> <td>Giving Loan</td> <td>Rs. 46.00 Crore</td> <td>4.66%</td> </tr> </tbody> </table>	Nature of Transaction	Value up to	% of annual consolidated turnover	Sale of Goods and Rendering of services	Rs. 1,000.00 Crore	101.30%	Giving Loan	Rs. 46.00 Crore	4.66%
		Nature of Transaction	Value up to	% of annual consolidated turnover							
		Sale of Goods and Rendering of services	Rs. 1,000.00 Crore	101.30%							
Giving Loan	Rs. 46.00 Crore	4.66%									
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable									
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil. The percentage of the proposed transaction to the standalone turnover of the related party cannot be computed, as the related party is incorporated on 29 <sup>th</sup> December 2025.									
6	Financial performance of the related party for the immediately preceding financial year:	Not Applicable. (Since the related party is incorporated on 29 <sup>th</sup> December 2025, so it is the first financial year, hence finance performance of related party for the immediately preceding financial year are not available.									

**A (5) Basic details of the proposed transaction (Details to be provided separately for each type of transaction)**

Sr. No	Particulars of the information	Information provided by the management				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods and Rendering of Services	Investment in Securities	Granting Corporate Guarantee	Pledging on Investments	Giving Loans

2	Details of each type of the proposed transaction	<p>In line with its objects, the Company is engaged across the renewable energy value chain, including engineering, procurement and construction (EPC) of solar power projects, power generation, compressed biogas, battery energy storage systems (BESS), green hydrogen and e-fuels, along with leasing, operation and maintenance services. The Company also undertakes construction, installation and maintenance of related power infrastructure such as power stations, cables and transmission lines. Accordingly, the Company undertakes the EPC of the Solar Power Plant set up by Oriana Usolar Private Limited to sell and distribute power/electricity to the clients like Government bodies and other Body Corporates.</p>	Not Applicable	Not Applicable	Not Applicable	<p>The Company grants unsecured loans to Oriana Usolar Joint Venture Private Limited for meeting regular operational expenses and other routine business obligations.</p>
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3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval	Not Applicable	Not Applicable	Not Applicable	<p>Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in</p>
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						accordance with the agreed commercial terms.
4	Whether omnibus approval is being sought?	<p>Yes</p> <p>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall ensure transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</p>				
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Crore)	up to Rs. 1,000.00 Crore	Not Applicable	Not Applicable	Not Applicable	<p>up to Rs. 46.00 Crore</p> <p>Tenure of Proposed transaction is defined in clause A (5)(3)</p>

6	<p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</p>	<p>The proposed transaction for EPC in solar power projects is in the interest of the Company as the Company brings established technical capability, proven execution experience, and supply-chain strength that enable timely, cost-efficient, and high-quality project delivery. The engagement supports the Company's strategic plan to scale its renewable energy portfolio while minimizing execution risks and optimizing capital costs. Such EPC will contribute to revenue of the Company.</p> <p>Further, the commercial terms have been evaluated against market benchmarks to ensure they are on an arm's-length basis and in the ordinary course of business, thereby protecting the Company's and its shareholders' interests. The Company have obtained the Transfer Pricing Report for the same.</p>	Not Applicable	Not Applicable	Not Applicable	<p>The Company extends the loans to its Subsidiary, Oriana Usolar Joint Venture Private Limited, to support operational requirements, business expansion, and general corporate expenses. As the subsidiary's project is currently under construction and revenue generation will commence only upon commissioning, ongoing financial support is required to meet routine expenses.</p>
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7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>A. Name of Director/KMP B. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Oriana Usolar Joint Venture Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Oriana Usolar Joint Venture Private Limited.</p>	Not Applicable	Not Applicable	Not Applicable	<p>Mr. Rupal Gupta, Promoter of the Company holds 1 share in Oriana Usolar Joint Venture Private Limited as Nominee of the Company to comply with statutory requirement of having minimum two members in Private Companies. He does not have any beneficial interest in such shares.</p> <p>Except above, none of the Promoter, Directors or Key Managerial Personnel of the Company have any interest or concern in this transaction, nor do they hold any shares in Oriana Usolar Joint Venture Private Limited.</p>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes, the Transfer Pricing report has been obtained by the Company and presented to the Audit Committee	Not Applicable	Not Applicable	Not Applicable	Not Applicable

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	The EPC cost is determined on an arm's length basis and is vetted and reviewed by the lender at the time of loan sanction; thereafter, such cost is also vetted by the lender's Independent Engineer (LIE) and Financial Advisor (LFA), all appointed by the lender.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?	Not Applicable

**B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Permissible internal or external sources, in compliance with applicable laws and regulatory requirement.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>(Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.)</i>	The Company avails working capital facilities and/or loans and/or other borrowings from various banks, NBFCs and other financial institutions, each with different terms and security structures, resulting in varying interest rates. However, on an average basis, the effective interest rate on such borrowings ranges between 8% and 12%.

4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks or transfer pricing principles.
5	Maturity / due date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
6	Repayment schedule & terms	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to long-term corporate loan tenures.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting regular operational expenses and other routine business obligations.

**Additional Information if RPT is material:**

Sr. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party  Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not available
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
3	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
4	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
5	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No

6	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
7	Material terms of the proposed transaction	Refer above table.

**A(1) Basic details of the related party**

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Nexaum Energy Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the Related party	Manufacturing and trading of solar mounting structures, power control centres, AMF panels, and other allied equipment. The related party is also engaged in the engineering and construction of solar power plants, as well as the trading of solar modules. Balance of System including ACDB panels, Electricals Panels, Wires, Auxillary Panels etc.

**A(2) Relationship and ownership of the related party**

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	Mr. Anirudh Sarswat, Promoter and Whole-time Director of the Company.  Ms. Ankita Saraswat (Spouse of Mr. Anirudh Sarswat), Ms. Sadhana Sharma (Mother), and Mr. Virander Kumar Vashisht (Father-in-law) are Directors and Shareholders of Nexaum Energy Private Limited, thereby establishing the related party relationship between Oriana Power Limited and Nexaum Energy Private Limited.
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

**A(3) Details of previous transactions with the related party**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 35.85 Crore
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 28.17 Crore
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None

#### **A(4) Amount of the proposed transactions**

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Upto Rs. 300 Crore
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	30.39%

4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	718.39%
6	Financial performance of the related party for the immediately preceding financial year: (Rs. in Crore)	Turnover: Rs. 41.76 Crore PAT: Rs. 3.40 Crore Networth: Rs. 7.60 Crore

#### A(5) Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of Goods such as Solar Module, Balance of System (BoS) etc.
2	Details of each type of the proposed transaction	Same is defined in Explanatory Statement. Please refer heading titled as " <b>Brief on Proposed Related Party Transaction</b> " for detailed information about proposed transaction.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Subject to the requisite approvals, the transaction will be completed within 12 months from the date of shareholders' approval
4	Whether omnibus approval is being sought?	No. Specific approval of Members is being sought.
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. (Rs. in Crore)	Upto Rs. 300 Crore  Tenure of Proposed transaction is defined in clause A(5)(3).

6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed related party transaction is in the interest of the Company as the procurement of goods was facilitated through the related party due to established vendor network for sourcing Domestic Content Requirement (DCR) modules &amp; balance of System including ACDB panels, Electricals Panels, Wires, Auxillary Panels etc.</p> <p>There is significant shortage of such modules in the market. Accordingly, engaging the related party enabled the Company to ensure timely procurement of the required modules and maintain continuity in project execution, thereby supporting the operational and commercial interests of the Company.</p>
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>A. Name of Director/KMP B. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p><b>A. Name:</b> Anirudh Saraswat, Promoter and Whole-time Director of the Company</p> <p><b>B. Shareholding:</b> Mr. Anirudh Saraswat does not hold any shares directly in the related party, Nexaum Energy Private Limited. However, his spouse, Ms. Ankita Saraswat, his mother, Ms. Sadhana Sharma, and his father-in-law, Mr. Virander Kumar Vashisht, are Directors and Shareholders of the said related party. Their respective shareholding in Nexaum Energy Private Limited is as follows:</p> <p>Ms. Ankita Sarswat: 9% Ms. Sadhana Sharma: 90% Mr. Virander Kumar Vashisht: 1%</p> <p>Accordingly, Mr. Anirudh Saraswat is considered to be indirectly interested in the proposed transaction.</p>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes

**B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All the transactions are based on routine requirements and in relation to usual business operations of the Company. These RPTs are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.
2	Basis of determination of price.	As per the prevalent Market Price

3	<p>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:</p> <p>A. Amount of Trade advance B. Tenure C. Whether same is self-liquidating?</p>	Not Applicable
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