



ORIENT GREEN POWER COMPANY LIMITED

2nd March, 2020

**The BSE Limited
Corporate Relations Department,
P.J. Towers,
Dalal Street,
Mumbai-400 001.
Scrip Code: 533263**

**The National Stock Exchange
of India Limited
Department of Corporate Services,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Mumbai-400 051.
Scrip Code: GREENPOWER**

Dear Sirs,

Sub: Postal Ballot Notice

We enclose herewith Postal Ballot Notice to transact to approve the Re-appointment of Mr. Venkatachalam Sesha Ayyar, as the Managing Director of the Company for further period of 3 years from 23.09.2019 till 22.09.2022.

We request you to take the same on record.

Thanking you.
Yours faithfully,

For Orient Green Power Company Limited

**P Srinivasan
Company Secretary & Compliance Officer**



Encl: as above



ORIENT GREEN POWER COMPANY LIMITED
Registered Office: 4th Floor, Sigappi Achi Building,
18/3 Rukmini Lakshmipathi Road, Egmore, Chennai-600008
Corporate Identity Number: L40108TN2006PLC061665
Ph: 044-49015678, Website: www.orientgreenpower.com

Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013

To

The Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the draft resolutions set out below are proposed to be passed by postal ballot.

Accordingly, the draft resolution and the explanatory statement pursuant to Section 102 of the Act are being sent along with a Postal Ballot Form, to all the members physically and in addition, through e-mail to all members who have a registered e-mail ID, for consideration and consent.

The members are requested to carefully read the instructions given in the Notice and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the scrutinizer at the Office of the RTA on or before the close of working hours on March 30, 2020, Ballots received after the close of working hours on March 30, 2020 shall be treated as if the reply from the shareholders has not been received.

As required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility through Central Depository Services (India) Limited (CDSL). Accordingly, instead of returning Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform, Instructions on e-voting are enumerated as part of the Notice. Members opting for e-voting are requested to cast their vote before 5.00 PM on March 30, 2020 as CDSL will disable e-voting on the resolutions thereafter.

The Board of Directors has appointed Mrs. B. Chandra, (PCS No.7859) Practicing Company Secretary, Chennai, to act as the scrutinizer for conducting the postal ballot process, in a fair and transparent manner.

The scrutinizer will submit her report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on March 31, 2020 at the Registered Office of the Company and be published on the Company's website.

SPECIAL BUSINESS:

- 1. To approve the Reappointment of Mr. Venkatachalam Sesa Ayyar, as the Managing Director of the Company for further period of 3 years from 23.09.2019 till 22.09.2022**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and on the basis of recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company at their meetings held on August 5, 2019, the consent of the members of the Company be and is hereby accorded for the reappointment

of Mr. Venkatachalam Sesha Ayyar (DIN: 06698233) as the Managing Director of the Company for a further period of 3 years from 23.09.2019 till 22.09.2022, on the following terms and conditions:

Particulars	Per Annum (₹)
Basic Salary	31,80,000
House Rent Allowance	15,90,000
Special Allowance	11,84,620
Other Perquisites/ Allowances*	1,63,800
Provident Fund Contribution	381,600
Total	65,00,020

* Other Perquisites/Allowances includes Leave Travel Allowance, Medical Reimbursement and other allowances.

In addition to the above, Mr. Venkatachalam Sesha Ayyar is also entitled to Performance Bonus upto ₹15,00,000 per annum subject to achievement of financial target for each financial year as may be agreed. Performance Bonus as indicated above would be subject to the evaluation and approval of the Nomination and Remuneration Committee of the Board of Directors.

Apart from the above, he is also entitled to:

1. Club Fees:

Subscription or reimbursement of membership fee of one Club in India.

2. Personal Accident Insurance:

Personal Accident Insurance of an amount, the premium of which does not exceed ₹ 4000/- per annum

3. Company's car/s with driver

4. a) Company's contribution towards Provident Fund and Superannuation Fund, if any, as per the rules of the Company.

b) Gratuity as per the rules of the Company.

The aforesaid perquisites stated in (4) (a) and (b) shall not be included in the computation of the aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

5. Eligible for leave on full pay and allowances and perquisites as per the rules of the Company. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and / or salary.

6. The Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such rules, perquisites shall be evaluated at actual cost.

"RESOLVED FURTHER THAT the consent of the members be and is hereby accorded, that where in any Financial Year during the current tenure of Mr. Venkatachalam Sesha Ayyar as Managing Director, the Company has no profits or its profits are inadequate, then remuneration including performance bonus of ₹ 80,00,020 (Rupees Eighty Lakhs Twenty only) per annum be paid to him as minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Companies Act, 2013, relating to the payment of remuneration to the managerial person, the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any committee

thereof) be and is hereby authorized to vary the remuneration including salary, commission, perquisites etc. within such prescribed limits."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other Officer or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution including filing of necessary forms/ returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned."

By order of the Board of Directors

Place : Chennai
Date : January 30, 2020

P. Srinivasan
Company Secretary

NOTES:

1. The relative explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set out in the notice is annexed hereto.
2. The Board has appointed Mrs. B. Chandra, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
3. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 05.00 P.M. on or before March 30, 2020. Any postal ballot form received after this date shall be treated as if the reply from the shareholders has not been received.
4. The shareholders are required to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the postal ballot form may apply to the Company and obtain a duplicate thereof.
5. The special resolution mentioned above shall be declared as passed if the number of votes cast in favour of the resolution is three times than the votes, if any, against the said resolution.
6. The Scrutinizer will submit her report to either to Mr. T. Shivaraman, Director or Mr. P. Srinivasan, Company Secretary of the Company after completion of the scrutiny and the results of the postal ballot will be announced by Mr. T. Shivaraman, Director or Mr. P. Srinivasan, Company Secretary or any one of the Directors of the Company on Tuesday, March 31, 2020 before 05.00 P.M. at Sigappi Achi Building, 4th Floor, 18/3 Rukmini Lakshmi pathi Road, Egmore, Chennai - 600008. The date of declaration of the postal ballot result will be taken to be the date of passing of the Special Resolution.
7. The results of the postal ballot will be published in one English Newspaper with nationwide circulation and in one Tamil Newspaper for the information of members and will also be informed to the stock exchanges where the equity shares of the Company are listed.
8. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.orientgreenpower.com/> and on the CDSL website [https://www.evotingindia.co.in /](https://www.evotingindia.co.in/) within forty eight hours of the conclusion of the Postal Ballot Process on or before April 01, 2020 and communicated to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
10. Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e- Voting, then do not vote by Physical Ballot also and vice versa.

11. Notes for E-voting:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI LODR Regulations, the Company is pleased to offer E-Voting facility through E-voting services provided by Central Depository Services Limited (CDSL), for its Members to enable them to cast their votes electronically.
- b. Members whose names appear on the Register of Members/List of Beneficial Owners as on February 21, 2020 (Cut-off date) will be considered for the purpose of voting. A person who is not a Member as on Cut-off date should treat this notice for information purposes only.
- c. Voting rights of each member shall be reckoned as on the cut-off date which is February 21, 2020 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

The instructions for shareholders voting electronically are as under:

A: In case of members receiving e-mail (for members whose e-mail address are registered with the Company/ Registrars)

- (i) The voting period begins on Sunday, March 01, 2020 (10.00 a.m. IST) and ends on Monday, March 30, 2020 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date February 21, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "ORIENT GREEN POWER COMPANY LIMITED".
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ's") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B: VOTING THROUGH POSTAL BALLOT

In case of members receiving the physical copy of Notice by post (for members whose e-mail address are not registered with the Company / Registrars)

Please follow all the steps from S. No. (i) to S. No. (xix) to cast vote mentioned above.

- (i) The Company is providing the facility of ballot form in terms of Rule 22 of the Companies (Management & Administration) Rules, 2014, to those shareholders, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice. The Ballot form along with the postage prepaid envelope and the instructions is enclosed along with the Postal Ballot Notice. The last date for receiving the ballot form will be March 30, 2020 at 5.00 p.m. Ballot forms received after this date shall not be considered.
- (ii) In case of any difficulty in voting, the Equity Shareholder may contact Mr. P. Srinivasan, Company Secretary at phone no.044-49015678 or email at p.srinivasan@orientgreenpower.com or helpdesk.evoting@cdslindia.com.

By order of the Board of Directors

Place : Chennai
Date : January 30, 2020

P. Srinivasan
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated January 30, 2020 and shall be taken as forming part of the notice.

ITEM NO. 1

As required under Section 102 and other applicable provisions of the Companies Act, 2013 to the extent applicable, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approving re-appointment of Mr. Venkatachalam Sesha Ayyar as the Managing Director of the Company for further period of 3 years.

Mr. Venkatachalam Sesha Ayyar, aged 60 years, is a B. Tech from I.I.T. Kanpur and has earned his PGDBM from I.I.M. Bangalore. He is a Senior Management professional with over 34 years of comprehensive achievements across Business Development, Marketing, Manufacturing, and Profit Centre responsibilities with reputed Multi-nationals and large Indian Corporate Groups.

The Board, at its meeting held on 23rd September, 2013 appointed him as the Managing Director for a further period of three years from September 23, 2013 to September 22, 2016 at a remuneration (including performance Bonus) of ₹ 80,00,020 (Rupees Eighty Lakhs Twenty only) per annum which was approved by the Shareholders on 4th December 2013 through the Postal Ballot Process and the Company has received No Objection certificate from the Secured Creditors ie. Yes Bank and State Bank of India, vide its Letter dated 4th October, 2016 and 19th June, 2017 respectively for payment of remuneration to Mr. Venkatachalam Sesha Ayyar, Managing Director, as per Ministry of Corporate Affairs (MCA) vide its Notification no. S.O. 2922(E) dated 12th September, 2016.

The Board, at its meeting held on 5th August 2019 re-appointed him as the Managing Director for further period of three years from 23rd September 2019 to 22nd September 2022 under Section 196, 197, 198, 203 read with Schedule V of the Companies Act 2013 for a total remuneration of ₹ 80,00,020 per annum.

As per Section 197 of the Companies Act 2013, the total managerial remuneration payable to its directors, including Managing Director and Whole-Time Director, and its Manager in respect of any financial year shall not exceed 11% of the net profits of that company for that financial year computed in the manner laid down in Section 198 of the Companies Act 2013.

Provided that the company in general meeting may, with the approval of the Central Government, authorise the payment of remuneration exceeding 11% of the net profits of the company, subject to the provisions of Schedule V.

Under the Provisions of Section 197 read with Schedule V of the Companies Act, 2013, if the appointment or reappointment of a managing director shall be made in accordance with the conditions specified in Parts I and II of Schedule V subject to the provisions of Part III of that Schedule, in which case the approval of the Central Government is not required for such reappointment in certain special circumstances.

In spite of the total remuneration payable to Managing Director is well within the limit of Part II - Section II of Schedule V, in case the company has committed any default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the company before obtaining the approval in the general meeting. As on 31.03.2019, the Company has defaulted in repayment of long term Secured Loan and Interest thereon availed from State Bank of India. On the date of this Notice, the Company has repaid the outstanding interest and loan to State Bank of India by way of One Time Settlement (OTS) and the charge has been satisfied. Since, the charges are satisfied, obtaining prior approval from the bank is not necessitated.

All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m to 1.00 p.m on any working day up to the date of closing of the Postal Ballot.

As the above mentioned remuneration payable to Mr. Venkatachalam Sesha Ayyar would be in excess of the limits prescribed under Schedule V read with relevant provisions of Companies Act 2013, the special resolution is proposed for the approval of the shareholders.

The statement as required under Schedule V of the Companies Act, 2013, is as below:

I. GENERAL INFORMATION:

a. Nature of Industry:

The Company is the one of the largest independent renewable energy-based power generation companies focused on developing, owning and operating a diversified portfolio of wind renewable projects.

b. Date of Commencement of business: 18th January, 2007

c. Financial Performance: for the financial year 2018-19 (₹ Lakhs)

Particulars	(₹ in Lakhs)
Revenue - Continuing Operations	
EBITDA	1,044.68
PBT / (Loss before Tax) before Exceptional Items	577.58
PAT / (Loss after Tax)	577.58
EPS Before Exceptional Items (In Rupees)	0.08
EPS After Exceptional Items (In Rupees)	0.08
Total Assets	1,12,266.05
Shares Outstanding (No.)	75,07,23,977
Particulars	(₹ in Lakhs)
Financial Performance - Continuing Operations	
Sales/ Income from Operations	102.01
Operating Margin (PBT + Interest - Other Income)	(1,337.14)
Net Margin (After Exceptional Items)	(1,337.14)
Particulars	(Details)
Balance Sheet	
Current Ratio	0.19
ROCE (PBIT/Effective Capital Employed)	0.13
Per Share Data (Annualized)	
Revenue Per Share	0.73
EPS (Before Exceptional Items)	0.08

- d. **Export Performance and net foreign exchange collaboration: The Foreign exchange earning of the Company is as below:**

Particulars	₹ in Lakhs)	
	2018-19	2017-18
Foreign Exchange Earned from sale of stake in overseas entity	–	–
Outgo of foreign exchange value of imports (CIF)	–	–
- Capital Goods	–	–
Expenditure in Foreign Currencies	18.59	13.50
Remittances of Dividend	–	–

- e. **Foreign investments or collaborators, if any:**

The Company has made investment in Statt Orient Energy Private Limited, Sri Lanka with 90% stake with 10% being held by the local partner. This company has made downstream investments for development of a biomass unit in that country. Besides, the company has invested in a wholly owned subsidiary in Europe, Orient Green Power Europe B.V. and for development of wind farms through step down subsidiary.

II. INFORMATION ABOUT APPOINTEE:

- a. **Background details:**

Mr. Venkatachalam Sessa Ayyar, aged 60 years, is a B.Tech, from I.I.T. Kanpur and has done his PGDBM from I.I.M. Bangalore. He is a Senior Management professional with over 34 years of comprehensive achievements across Business Development, Marketing, Manufacturing, and Profit Centre responsibilities with reputed Multi-nationals and large Indian Corporate Groups. He has extensive experience in domains of Strategic Initiatives, Manufacturing Systems, Business Development, M&A, Sales & Marketing, Strategic Sourcing and Profit Enhancement, across product lines and geographies, including Plastics, Packaging and Renewable Energy. He has widely travelled and has excellent cross-cultural exposure. A strong team-builder and performance-driver. Prior to joining, he was Chief Operating Officer in Batliboi EnXco Private Limited, which is a leader in O & M services in the Wind Industry. He was also associated with RRB Energy Ltd, Sintex Industries Ltd, DGP Windsor Ltd, ITC Ltd, (PPD) and Tata Steel.

- b. **Past Remuneration:**

₹ 80,00,020/- Per Annum drawn from Orient Green Power Company Limited.

- c. **Job Profile and its suitability:**

Mr. Venkatachalam Sessa Ayyar is a technocrat having around 34 years of diversified experience including in the Wind Energy Industry. In view of his rich experience, dynamism and recognition, the Board of Directors of the Company feels that Mr. Venkatachalam Sessa Ayyar would be the most efficient person and decided to extend his tenure as the Managing Director of the Company.

- d. **Remuneration Proposed:**

- (i) **Salary**

Basic salary is fixed at ₹ 2,65,000/-per month. The annual increment will be merit based and subject to necessary approvals.

- (ii) **Perquisites**

In addition to the basic salary payable, Mr. Venkatachalam Sessa Ayyar shall also be entitled to the following perquisites and allowances:

- i. House Rent Allowance (subject to a maximum of ₹ 1,32,500/- per month);
- ii. Special Allowance (subject to a maximum of ₹ 98,718/- per month);
- iii. Other Perquisites/ Allowances* (subject to a maximum of ₹ 13,650 /- per month);
- iv. Provident Fund Contribution (subject to a maximum of ₹ 31,800 per month);

* Other Perquisites/Allowances includes Leave Travel Allowance, Medical Reimbursement and other allowances.

In addition to the above, Mr. Venkatachalam Sesha Ayyar is also entitled to Performance Bonus upto ₹ 15,00,000 per annum subject to achievement of financial target for each financial year as may be agreed. Performance Bonus as indicated above would be subject to the evaluation and approval of the Nomination and Remuneration Committee of the Board of Directors.

e. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:

Currently, there are only few players apart from the Company in the renewable energy business. The Company's business has a long gestation period and is highly capital intensive in nature requiring large outflows of funds. In order to effectively oversee the implementation of the projects as well as the operations of the running plants, the Company requires strong and exceptionally proven and experienced managerial personnel to monitor and successfully manage the interest of the Company. Considering Mr. Venkatachalam Sesha Ayyar experience and keeping in mind the requirements of skills and effective leadership required to drive the challenging business, the remuneration proposed is considered to be moderate in comparison to the remuneration packages of senior level personnel in other similar Companies in the Industry. The Nomination and Remuneration Committee consisting of three non-executive Directors, after elaborate discussions, has approved the proposed remuneration.

f. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Venkatachalam Sesha Ayyar is not having any interest in the capital of the Company, directly or indirectly or through any other statutory structures or having any direct or indirect interest or related to the directors or promoters of the Company at any time during last two years before and has no other pecuniary relationship with the Company or with the managerial personnel, except the remuneration being paid to him as Managing Director of the Company.

III. OTHER INFORMATION:

a. Reasons for loss or inadequate profit:

The Company is one of the leading Independent renewable energy based power generation company focused on developing, owning and operating a diversified portfolio of renewable projects. Currently the portfolio includes, wind energy and small hydroelectric projects at various stages of development.

As of March 31 2019, our total portfolio of operating projects comprised of 424.63 MW of wind energy.

The Net total consolidated revenue (continuing operations) including other operating income for the year decreased by 15% to reach ₹ 33,892.42 lakhs as against ₹ 39,864.45 lakhs, mainly driven by low wind during the wind season. Consequently, the Consolidated EBITDA (continuing operations) excluding other income and exceptional items for the year was at ₹ 24,648.97 lakhs against ₹ 29,975.96 lakhs for the previous fiscal.

However the Company reported a loss of ₹ 649.07 lakhs on a standalone basis and ₹ 4,864.30 lakhs on a consolidated basis for the year ended 31st March 2019 mainly due to low wind during the season.

b. Steps taken or proposed to be taken for improvement:

Debt rationalization, stronger balance sheet & improved liquidity profile

- Have successfully reduced debt and strengthened balance sheet each year for the last 5 years; now consistently generating cash profit.
- In discussion with bankers to further reduce credit cost & enhance liquidity by extending loan maturities.
- Efforts underway to refinance existing debt to avail of prevailing lower interest rates
- Working towards bringing down average cost of debt about 13% at present to lower levels.

Supportive Parentage - Interest waiver to improve & strengthen liquidity profile

- Promoters agreed to waive off the interest expense on the loan infused in the business; Interest waiver for the financial year 2018-19 amounted to ₹ 3,306.00 lakhs.
- In line with Group's strategy of supporting and encouraging portfolio companies to overcome challenging times and emerge as stronger entities in the long run.

No Director except Mr. Venkatachalam Sesha Ayyar is in any way concerned or interested in the aforesaid Resolution.

The Board of Directors recommends the resolution for your approval as a Special Resolution.

The given particulars of his appointment and remuneration as stated above, may be treated as an Abstract pursuant to Section 197 of the Companies Act, 2013.

Details of Director seeking appointment through postal ballot (pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) as on 23rd September 2019 is as follows:

Name of the Director	Venkatachalam Sesha Ayyar
DIN	06698233
Date of Birth	17 th August 1959
Nationality	Indian
Date of Appointment on the Board	23 rd September 2013
Date of re-appointment on the Board	5 th August 2019
Brief resume of the director Nature of his expertise in specific functional areas;	B.Tech. (IIT Kanpur) PGDBM (IIM Bangalore) A Senior Management professional with over 34 years of comprehensive achievements across Business Development, Marketing, Manufacturing, and Profit Centre responsibilities with reputed Multi-nationals and large Indian Corporate Groups. Extensive experience in domains of Strategic Initiatives, Manufacturing Systems, Business Development, M&A, Sales & Marketing, Strategic Sourcing and Profit Enhancement, across product lines and geographies, including Plastics, Packaging and Renewable Energy. Widely travelled and excellent cross-cultural exposure. A strong team-builder and performance-driver. His last stints in RRB Energy Ltd. and Batliboi Enxco Ltd. would be specifically relevant to the company

	considering the similar line of business. His experience in managing businesses independently as profit centres would significantly help in contributing towards the growth and profitability of the company.
Disclosure of relationships between directors inter-se	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Shareholding	Nil

The Board recommends the resolution set forth in the above item for the approval of the members by way of Special Resolution.

By order of the Board of Directors

Place : Chennai
Date : January 30, 2020

P. Srinivasan
Company Secretary



ORIENT GREEN POWER COMPANY LIMITED
Registered Office: 4th Floor, Sigappi Achi Building,
18/3 Rukmini Lakshmi pathi Road, Egmore, Chennai-600008
Corporate Identity Number: L40108TN2006PLC061665
Ph: 044-49015678, Website: www.orientgreenpower.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

1. Name and registered address of the sole/ first named shareholder :
2. Name(s) of joint shareholder(s), if any :
3. DP ID /Client ID No.# or Registered Folio No. [# applicable to those holding shares in demat form] :
4. No. of shares held :
5. I / We vote in respect of the Resolution to be passed through postal ballot by putting my / our assent or dissent to the said resolution, by placing tick (✓) mark at the appropriate box below:

Sr. No.	Description	Number of Shares	I/We assent to the Resolution (Vote in favor)	I/We dissent to the Resolution (Vote against)
1.	To approve the Reappointment of Mr. Venkatachalam Sessa Ayyar, as the Managing Director of the Company for further period of 3 years from 23.09.2019 till 22.09.2022			

Place :

Date :

Signature of the Shareholder

Electronic Voting Sequence Number (200224002)

*Default PAN / Sequence No.

Note: Please read the instructions carefully printed overleaf.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. The members residing outside India should stamp the envelope appropriately. The envelope containing Postal Ballot Form, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot Form may also be deposited personally at the address provided on the attached envelope.
2. The self-addressed postage pre-paid envelope is addressed to the Scrutinizer at the Office of the RTA.
3. The voting period commences on Sunday, the March 01, 2020 and ends on Monday the March 30, 2020. The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should be sent to the Scrutinizer appointed by the Company at the office of the RTA on or before the close of the working hours i.e. by the March 30, 2020.
4. Postal Ballot(s) received after March 30, 2020 will be treated as if the reply from the member has not been received and the same will not be considered.
5. In case shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named member.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter together with attested specimen signature(s) of the authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
7. The voting rights shall be reckoned on the paid up value of Equity Shares registered in the name of Shareholders as on February 21, 2020.
8. Members are requested not to send any paper (other than the resolution/authority letter/copy of nomination/power of attorney as mentioned in instruction No. 6 above) along with the Postal Ballot Form in the enclosed business reply self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
9. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Postal Ballot Form bearing tick (a) mark in both the columns will render the same invalid.
10. A member, including the member who has opted to receive the documents electronically may seek duplicate Postal Ballot Form from the registered office of the Company. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at instruction No.3.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. There will be only one Postal Ballot Form for every Folio/ Client ID.
13. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
14. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
15. A member can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done by e-voting will prevail and voting done by physical ballot shall be considered as invalid.