



ORIENT GREEN POWER COMPANY LTD

Regd. Office: SIGAPPI ACHI BUILDING, 4TH FLOOR, 18/3, RUKMINI LAKSHMIPATHI ROAD, EGMORE, CHENNAI 600008.
Corporate Identity Number: L40108TN2006PLC061665

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 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011) for seeking the approval of the Members as appended below by way of Postal Ballot.

1. TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

RESOLVED THAT in supersession of the resolution passed by the shareholders at the Extra Ordinary General meeting held on 23rd January, 2009, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any of the Companies Act 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of Directors of the Company (hereafter refer to as "the Board") for creation of such mortgages, charges and hypothecations in addition to the existing mortgage, charges and hypothecations by the Company as may be necessary on such of the assets of the company both present and future, in such manner as the Board may direct, in favour of the financial institutions, investment institutions and their subsidiaries, banks, Non-banking financial institutions, mutual funds, trusts and other bodies corporate (hereinafter referred to as the 'Lending Agents'), Trustees for the holders of debentures / bonds and / or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans / foreign currency loans, debentures, bonds and other instruments of an equivalent aggregate of such value as may be decided by the Board together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustee under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds to be entered into by the Company in respect of the said borrowings."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds, writings/papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to the Committee of Directors to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

2. TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

RESOLVED THAT in supersession of all the resolution passed by the shareholders, consent of the Company be and is hereby accorded in terms of the provisions of Section 186 of the Companies Act, 2013 and subject to the approval of the Reserve Bank of India, if any, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, the Board be and is hereby authorised.

- a) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of the following limits in excess of and in addition to the investments already made as at March 31, 2014.

INVESTMENT

Particulars	Rs. In Crores
Subsidiary Companies	800.00
Other Bodies Corporate	200.00
Total	1000.00

- b) to make/ give from time to time any loan or loans to any body or bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits in excess of and in addition to the loans already given, if any, as at March 31, 2014.

LOAN

Particulars	Rs. In Crores
Subsidiary Companies	800.00
Other Bodies Corporate	200.00
Total	1000.00

- c) give from time to time any guarantee(s) and/or provide any security, in connection with any loan(s) made, by any other person(s) to, or to any other person(s) by, any body(ies) corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits in excess of and in addition to the guarantees already given, or securities already provided as at March 31, 2014.

GUARANTEE

Particulars	Rs. In Crores
Subsidiary Companies	800.00
Other Bodies Corporate	200.00
Total	1000.00

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limit upto which such investments in securities / loans / guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer / dispose of the investments so made, from time to time, and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

3. TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions if any of the Companies Act, 1956, and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded for the remuneration of Rs. 1,00,000 Per Month (Rs.12 lacs Per Annum) being paid to Mr. T. Shivaraman, Vice Chairman during the period from 01st April, 2013 to 31st March, 2014.

Provided that the remuneration paid to Mr. T. Shivaraman including salary, allowances, perquisites was within the limits laid down in Sections 198 and 309 of the Companies Act, 1956 or any other statutory provisions, modification or re-enactment thereof read with section 316 of the Companies Act, 1956 and as per Section II to the Schedule XIII of the Companies Act, 1956 and that the remuneration paid was within the overall ceiling including the remuneration payable to Mr. T. Shivaraman by M/s. Shriram EPC Limited, Chennai in which he is the Managing Director is in compliance with the provisions of Schedule III of the Companies Act, 1956.

4. TO CONSIDER AND IF THOUGHT FIT TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

RESOLVED THAT pursuant to the provisions of Section 372 A of the Companies Act, 1956, Section 110 of the Companies Act 2013 and other applicable provisions, if any, the Corporate Guarantee issued by the Board of Directors of the Company (hereinafter referred as the "the Board", which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) for an amount of Rs. 30 Crores (Rupees Thirty Crores Only) in favour of Yes Bank Limited, Chennai Branch: 143/1, Nugambakkam High Road, Chennai-600031 on behalf of M/s. Shriram Non Conventional Energy Private Limited, a subsidiary of the Company, be and is hereby confirmed and ratified.

5. TO CONSIDER AND IF THOUGHT FIT TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 and as per Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and any other Regulations for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary to be obtained from appropriate government authorities, departments, offices, institutions, banks, bodies and agencies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be stipulated by any authority while granting such approvals, consents, permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf) and subject to fulfilment or waiver of the terms and conditions in the draft Agreement to sell the 10 MW biomass power generation project situated at Pollachi, Tamil Nadu, ("Pollachi Unit"), to be executed by the Company with M/s. Gayatri Green Power Limited and such other terms and conditions as the Board may deem fit and appropriate, approval of the members of the Company be and is hereby accorded to the Board to sell, transfer or, assign the Pollachi Unit together with its assets and liabilities as a going concern on a 'Slump Sale' basis to M/s. Gayatri Green Power Limited for a consideration of Rs.34,71,32,750 (Rupees Thirty Four Crores Seventy One Lakhs Thirty Two Thousand Seven Hundred and Fifty only) subject to such net working capital adjustment if any and on such terms and condition as may be required in this regard by way of payment of cash and acquisition of equity shares of M/s. Gayatri Green Power Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing, varying and settling the terms and conditions to sell, transfer, assign, convey and deliver or cause to be sold, assigned, transferred and delivered the Pollachi Unit and to finalize, execute, deliver and perform such agreements (including but not limited to the Agreement to Sell Business), contracts, deeds, undertakings and other documents, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities, banks and financial institutions, suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/ or State Government(s) and/ or local authorities, including but not limited to courts, municipal authorities, State Electricity Boards, Registrar of Companies, customs authorities, excise authorities, income tax authorities, sales tax authorities, VAT and entry tax authorities, employees' state insurance and provident fund authorities, telephone authorities, electricity authorities, and / or to represent the Company before the said authorities and to sign and submit such applications, letters, forms, returns, deeds or documents and take all necessary steps in the matter as it may in its absolute discretion deem necessary, desirable or expedient to give effect to the above resolution, and to settle any question and difficulty 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 consent, authority and approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution, to any Director(s) or to any Committee of Directors or any other Officer(s) / Authorized Representative(s) of the Company to give effect to this resolution."

6. TO CONSIDER AND IF THOUGHT FIT TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

RESOLVED THAT pursuant to the provisions of Section 27 of the Companies Act, 2013 and other applicable provisions if any, rules,

regulations and guidelines and other statutory provisions for the time being in force, approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder) to vary, alter, modify, revise or amend the terms of utilisation of the proceeds of the Initial Public Offering (IPO) of the Company as stated in the Red Herring Prospectus dated 13 September 2010 (including an addendum thereto dated 18 September 2010) (the RHP) and the prospectus dated 29 September 2010 (the Prospectus) filed with the Registrar of Companies, Chennai, to utilise an amount of Rs.42.02 Lakhs (Rupees Forty Two Lakhs two Thousand only) out of the net proceeds raised in the IPO towards funding of the subsidiary, Beta Wind Farm Private Limited for the construction and development of 300 MW Wind Projects instead of funding of the subsidiary, PSR Green Power Projects Private Limited for repayment of debt to bank.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient 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 the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any other officer(s) or authorised representative(s) of the Company to give effect to the aforesaid resolution.

7. TO CONSIDER AND IF THOUGHT FIT TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable rules, regulations, guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company, approval of the members of the company be and is hereby accorded to enter into contract with M/s. Shriram Industrial Holdings Limited and to pay a management fee of Rs. 30,00,000 (Rupees Thirty Lakhs Only) per month for the period of three years from April 01, 2014 to March 31, 2017.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 ("the Companies Act, 2013") and other applicable provisions of the Companies Act, 2013 and Companies Act, 1956 (as amended, "the Companies Act, 1956"), to the extent applicable in respect of the business specified above is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with the Companies (Passing of Resolution by postal Ballot) Rules, 2011, the business set out in the notice above is sought to be passed by postal ballot.
3. 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.
4. 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 May 23, 2014. Any postal ballot form received after this date shall be treated as if the reply from the shareholders has not been received.
5. The shareholders are required to exercise their voting rights by using the attached postal ballot form. Shareholders who do not receive the postal ballot form may apply to the Company and obtain a duplicate thereof.
6. The special resolution mentioned above shall be declared as passed if the number of votes cast in favour of the resolution is three times more than the votes, if any, against the said resolution.
7. The Scrutinizer will submit her report to either to Mr. S. Venkatachalam, Managing 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. S. Venkatachalam, Managing Director or Mr. P Srinivasan, Company Secretary or any one of the Directors of the Company on Monday, May 26, 2014 at 03.00 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 the Special Resolutions.
8. 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.
9. In compliance with the provisions of Section 110 of the Companies Act 2013, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional

The instructions for e-voting are as under:

i. In case of Members' receiving e-mail from CDSL

- a. Log on to the e-voting website: www.evotingindia.com and Click 'Shareholders' on the home page.
- b. Select the "Electronic Voting Sequence Number" (EVSN) along with Orient Green Power Company Limited from the drop down menu and click "SUBMIT".
- c. Enter following details in the appropriate boxes and click "SUBMIT":

	Details
User-Id	For NSDL - 8 characters DP ID + 8 digits demat account number. For CDSL - 16 digits demat account number. For shares held in physical form - Registered Folio No.
Password	Your unique password as contained in the e-mail / Postal Ballot Form.
PAN	10 digit alphanumeric Permanent Account Number issued to you by Income Tax Department as registered with the Company / CDSL / NSDL. In case the shareholders do not have PAN or have not registered the PAN with the Company, please use dummy PAN: EOGPL1234Z .

- d. Shareholders holding shares in physical form will be directed to the voting screen.
 - e. Shareholders holding shares in demat form, who log in for first time, will be required to mandatorily change their password in the new password field and will also have option to enter their demographic details i.e. date of birth, mobile number and e-mail id. The shareholders are advised to remember the new password. The new password can be used for voting on future e-voting resolution(s) for Orient Green Power Company Limited or any other company in India. However if a shareholder holding share in demat form and had logged on to www.evotingindia.com and casted his / her vote for an earlier EVSN of any company, then the existing password needs to be used.
 - f. Click on the Resolution File Link on voting screen to view the Postal Ballot Notice.
 - g. On the voting page, select appropriate option to vote for or against each resolution. Option 'YES' implies assent to the resolution and 'NO' implies dissent to the resolution.
 - h. Enter number of shares (which represents no. of votes) under each of the headings of the resolution. The number of shares cannot exceed the numbers of shares registered in your name as per the records of the Company.
 - i. Check the details and click 'SUBMIT'. On completion of e-voting, a confirmation box will appear. If you wish to confirm your vote, click 'OK', else to change your vote, click 'CANCEL' and accordingly modify your vote by following procedure explained in (g) and (h) above.
 - j. Once the e-voting is completed, the shareholders will not be allowed to modify the vote.
 - k. Shareholders can log in for any number of times till the e-voting on the resolution is completed or till the end of voting period i.e. 5.00 p.m., **Friday, 23 May, 2014** whichever is earlier.
 - l. In addition to the above, the non-individual members (like Corporates, FIs, Fls, Mutual Funds, Banks, Trusts etc.) who opt for e-voting, are also required to submit Board Resolution/Power of Attorney authorising any person to exercise the Voting Power on their behalf along with their attested specimen signatures. Scanned copies of such documents are required to be sent to Scrutinizer through e-mail at scrutiniserbc@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. The file containing the said documents should be named as "Member's name_(EVSN)", e.g., in case of shareholder company XYZ Ltd., the file containing the authorization documents should be named as "XYZ Ltd._(EVSN)". The documents can be sent before/immediately after casting the vote. However, in case the same do not reach Scrutinizer/ CDSL before closure of voting, the vote so exercised will be rejected in the system.
 - m. In case you have any queries or issues regarding e-voting, please send your query to helpdesk.evoting@cdslindia.com.
- ii. In case of Members' receiving Postal Ballot Form by Post :**
- (i) Initial password, alongwith User ID and E-Voting Event Number is provided in the table given in the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (a) to Sl. No. (m) given above to cast your vote.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the "downloads" section of <https://www.evotingindia.com/>.
 - iv. If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
 - v. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
10. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link <https://www.evotingindia.com/> or www.orientgreenpower.com or seek duplicate Postal Ballot Form from M/s. Link Intime India Private Limited, Registrar & Share Transfer Agent, Unit: Orient Green, C 13 Pannalal Silk Mills Compound L B S Marg, Bhandup (W), Mumbai -400078 fill in the details and send the same to the Scrutinizer.
11. Kindly note that the 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.

Place Chennai
Date: 05 April, 2014

By Order of the Board

P. Srinivasan
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 192A OF THE COMPANIES ACT, 1956, AS AMENDED

ITEM NO. 1

The Shareholders of the Company in its Extra Ordinary General meeting held on 23rd January, 2009 passed an Ordinary Resolution under Section 293(1) (a) of the Companies Act, 1956 enabling the Company to create charge/ mortgage/ hypothecate on the properties of the Company for securing funds raised by the Company.

Now, as per the provisions of clause (a) of sub-section (1) of Section 180 of the Companies Act, 2013, which has been made effective from 12th September, 2013, the Board of Directors of the Company shall not create charge on / mortgage/ hypothecate the properties of the Company unless the same is authorized by the Shareholders of the Company by way of **Special Resolution**.

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender (s). The mortgage and /or charge by the Company of its movable and/ or immovable properties and /or of the whole or any part of the undertaking (s) of the Company in favour of the lenders/agent (s)/ trustees, including the power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1) (a) of the Companies Act, 2013. Hence the approval of the Shareholders is sought by way of **Special Resolution**.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.1 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 1 above.

ITEM NO. 2

As per the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of,

- Sixty per cent of the aggregate of the paid up capital and free reserves or hundred per cent of its free reserves, whichever is more,
- If Special Resolution is passed by the shareholders of the lending / investing Company.

The Company has in the course of its business formed various subsidiaries and step down subsidiaries wherein, the Company is holding shares, either directly or through its subsidiaries. Such companies require support from the company from time to time in the form of infusion of funds into their businesses for the expansion activities as well as for operations. With a view to meet the fund requirements of some of the subsidiaries/ step down subsidiaries / bodies corporate, the Company proposes to provide assistance in the form of direct loans or extension of guarantees or provision of securities for loans from other parties or investment into the securities of the said companies as and when required.

The Company has at present, the following Non-Wholly Owned Subsidiaries (Non- WOSs) which are in the business of generating power through renewable sources:

List of Non-Wholly Owned Subsidiaries:

S.No.	Name of the Subsidiaries
1	Beta Wind Farm Private Limited (BETA)
2	Pallavi Power and Mines Limited (PPML)
3	PSR Green Power Projects Private Limited (PSR)
4	Orient Bio-Power Limited (OBL)
5	Sanjog Sugars & Eco Power Private Limited (SANJOG)
6	Gamma Green Power Private Limited (GAMMA)
7	Orient Eco Energy Limited (OEEL)
8	Statt Orient Energy (Private) Limited (STATT)
9	Shriram Nonconventional Energy Private Limited (SNEPL)
10	Shriram Powergen Private Limited (SPGEN)

List of Step Down Subsidiaries

1	Clarion Wind Farm Private Limited (Subsidiary of Bharath Wind Farm Ltd., a wholly owned subsidiary of the company)
2	Vjetro Elektrana Crno Brdo d.o.o., Croatia (Subsidiary of Orient Green Power (Europe) B.V., Netherlands (OGPE), which is a wholly owned subsidiary of the company)
3	OGPCZ s.r.o., Czech Republic (Subsidiary of OGPE)
4	Orient Green Power d.o.o., (Subsidiary of OGPE)
5	Pennat Penguin Dendro Power (Private) Limited (Subsidiary of STATT)

The Company is already implementing various expansion activities through its various subsidiaries and may also embark on future expansion plans through the various subsidiaries in order to derive maximum value.

The increasing business operations and future growth plans of the Company may necessitate making further investments /providing loans or giving guarantees or providing security to these subsidiaries / body corporate(s), over a period of time in the future.

It is, therefore, necessary to authorise the Board for such purposes, namely to make any loan(s) to and/or to give any guarantee (s)/ provide any security(ies), in connection with loan(s) taken by subsidiaries/ body corporate(s) and /or to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/ body corporate(s) in India or outside upto the additional limits over and above the investments already made / loans given / guarantees given / securities provided for loans taken by subsidiaries as on 31st March 2014 as detailed below:

Particulars	Rs. In Crores		
	Additional Investment not exceeding	Additional Loan not exceeding	Additional Guarantee/ Securities not exceeding
Subsidiary Companies	800.00	800.00	800.00
Other Bodies Corporate	200.00	200.00	200.00
Total	1000.00	1000.00	1000.00

The proposed special resolution as set out in item No.2 of the Postal Ballot Notice is enabling in nature for any further loan / investment / guarantee / security, if any, made in or given to subsidiaries/ bodies corporate as per the provisions of the Companies Act, 2013.

Hence prior approval of the Members of the Company is sought for exercising these powers by the Board.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, consent of the Members of the Company is proposed to be obtained through postal ballot by way of a special resolution.

The Board has unanimously approved the above proposal at its meeting held on April 05, 2014.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.2 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

The following Directors of the Company is deemed to be concerned/interested in the above said resolution being Directors in the following Non- Wholly Owned Subsidiaries:

S.NO.	Name & Designation	Name of the Non- Wholly Owned Subsidiaries
1.	Mr. S. Venkatachalam, Managing Director	OEEL
2.	Mr. R. Ganapathi, Director	BETA
3.	Mr. R. Ganapathi, Director	CLARION
4.	Mr. P. Krishnakumar, Director	PPML

None of the other Directors, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 2 above.

ITEM NO. 3

The Company had appointed Mr. T. Shivaraman as Executive Vice Chairman for a period of five years from 27th March 2010 to 26th March 2015 and remuneration was fixed at Rs.12.00 lacs P.A., for a period of Three Years from 01st April 2010 to 31st March 2013 which was approved by the Shareholders at the Extra Ordinary General Meeting held on 27th March 2010.

For the financial year 2013-14, the Remuneration and Compensation Committee at its meeting held on 08th February, 2014 approved the payment of remuneration of Rs.12 Lacs P.A. to Mr. T. Shivaraman, Vice Chairman for further the period of one year i.e. from 01st April, 2013 to 31st March, 2014 which was approved by the Board of Directors at their meeting held on that date.

As per Schedule XIII Part II Section II of the Companies 1956, where in any financial year, during the currency of tenure of the managerial person, a company has no profits or its profits are inadequate, it may pay remuneration to a managerial person by way of salary, dearness allowance, perquisite and any other allowances for an amount not exceeding Rs.2,00,000 per month (Rupees Two Lakhs) only if the effective capital of the Company is Rs.100 Crores or more and no default in repayment of any its debts subject to approval of the Remuneration and Compensation Committee. The provision further stipulates that consent of the shareholders is to be obtained through an ordinary resolution at the ensuing General Meeting immediately after the approval of payment of the Remuneration by the Committee/Board.

The remuneration which was recommended for the above said period was within the overall prescribed limits as per Schedule XIII Part II Section II of the Companies Act, 1956.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.3 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

Mr. T. Shivaraman, Vice Chairman of the Company is concerned or interested in the above resolution.

None of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 3 above.

ITEM NO. 4

M/s. Shriram Non-Conventional Energy Private Limited (SNCEPL), one of the subsidiaries of the Company is engaged in the business of Renewable Energy generation through biomass.

SNCEPL has availed Term Loan of Rs.25 Crores from YES Bank Limited and also renewed the existing Cash Credit Facility of Rs.5 Crores for its business purposes.

One of the terms and conditions of the sanction letter stipulates that the Company shall provide the Corporate Guarantee for the above said facility.

In line with the above and in order to obtain expeditious disbursement from M/s. YES Bank Limited, the Company issued Corporate Guarantee on behalf of SNCEPL for an amount of Rs.30 Crores (i.e. for a term loan of Rs.25 Crores and also to renew the tenure of the existing Cash Credit Facility of Rs.5 Crores) in favour of M/s. YES Bank Limited at its Board meeting held on February 08, 2014.

As per the provisions of the Section 372A of the Companies Act, 1956, the Company is authorised to issue Corporate Guarantee without being previously authorised by a Special Resolution, provided the same gets ratified by the shareholders within twelve months from the date of issuance of Corporate Guarantee in a General Meeting or Annual General meeting of the Company, held immediately after passing of the Resolution whichever is earlier.

Since the Corporate Guarantee was issued to M/s. YES Bank Limited as per the provisions of the Section 372A of the Companies Act, 1956 (the Section relating to issue of Corporate Guarantee under the Companies Act, 2013 was not notified at the time of issuance of Corporate Guarantee) the Company is seeking ratification / approval of the shareholders under the provisions of the Companies Act, 1956.

Accordingly, a Special Resolution under Item No. 4 for ratification/approval of the Corporate Guarantee issued for Rs. 30 Crores in favour of Yes Bank Limited is placed before the Shareholder for ratification/approval.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.4 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 4 above.

ITEM NO. 5

Orient Green Power Company Limited ('OGPL' or 'the Company') has investments in various companies engaged in renewable energy business like biomass power and wind power.

In addition to investments in various subsidiaries, OGPL also owns and operates its own power generation units in the biomass business.

The Company is operating a 10MW Biomass Power Plant located at Pollachi, Tamil Nadu. This unit has been operating on sale of power to consumers directly under Open Access since April 2012.

In order to improve and stabilise the operations of the unit with a reasonable price realisation at this unit, your Company is now exploring the possibility of converting the sale model of Pollachi unit to Group Captive model.

The main advantage of the Group Captive model is that cross subsidy surcharge is not applicable for the power sale / purchase done. Due to this benefit, the customer would be able to source power from the biomass unit at very competitive prices and this would lead to more stability in the operations of the unit with an assured market. This would also enable the unit to get stable realisation throughout the year. Under the present arrangement, during the monsoon and the wind seasons, the demand from customers for biomass power goes down due to the cross subsidy charges making it difficult to sell power at reasonable tariff levels. Further, in the recent past, new Independent Power Producers (IPPs) have started offering power in the market and hence the market is highly competitive now than before and hence a term contract would also help maintain stable operations in the plant. It would also be extremely difficult to compete with the coal based plants on the Open Access sale of power, since their cost is comparatively lower than biomass power costs and even better than the Grid Tariff.

In order to operate under the Group Captive Model, the provisions of The Electricity Act, 2003 requires that the captive consumers who are unrelated customers to the operating company should hold at least 26% of the equity share capital with voting power, of the Company generating electricity, proportionate to the captive generation plant.

In order to comply with the above requirement, the Company is contemplating to hive off the Pollachi unit to one of its wholly owned subsidiaries i.e. M/s. Gayatri Green Power Limited by way of slump sale, so that the captive consumers can acquire 26% equity stake in that subsidiary. The Board of Directors have deliberated on this proposal and have determined that the new arrangement of sale of power would be more beneficial and provide better long term value to the company and its shareholders.

The Board of Directors of the Company, at its meeting held on April 05, 2014 has, subject to the approval of the members and other requisite approvals, approved the sale of the Pollachi Unit of the Company to M/s. Gayatri Green Power Limited as a going concern on a 'slump sale' basis at arm's length and also accorded its approval to a draft Agreement for giving effect to the above. For the purposes of effectuating the sale and transfer of its Pollachi Unit to M/s. Gayatri Green Power Limited, the Company has initiated actions for finalization and execution of the Agreements and other ancillary documents.

The sale of the undertaking is to be done for a consideration of Rs.34,71,32,750 (Rupees Thirty Four Crores Seventy One Lakhs Thirty Two Thousand Seven Hundred and Fifty only) subject to such net working capital adjustment if any and on such terms and condition as may be required in this regard by way of payment of cash and acquisition of equity shares of M/s. Gayatri Green Power Limited. The value has been determined by the Board of Directors of the Company based on the valuation report dated April 03, 2014 provided by an independent valuer, M. Gopal & Co, Chartered Accountants, Chennai which shall be available for inspection on all working days from 10.00 A.M. to 04.00 P.M. till the last date for voting under the postal ballot.

Accordingly, a Special Resolution under Item No. 5 for sale of Pollachi unit of the Company by way of slump sale is placed before the Shareholders for approval.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.5 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

Mr. S. Venkatachalam, Managing Director is deemed to be concerned or interested in the above said resolution being a Director in M/s. Gayatri Green Power Limited. None of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 5 above.

ITEM NO. 6

The Objects of the Initial Public Offer (IPO) as mentioned in the Prospectus dated September 29, 2010 were as follows:

- (a) to finance the construction and development of four biomass projects being undertaken by the Company, namely,
 - 10 MW power project in Narasingpur, Madhya Pradesh,
 - 10 MW biomass power project in Amritsar,
 - 7.5 MW biomass power project in Vellore, and
 - 10 MW biomass power project in Patiala;
- (b) funding of Subsidiaries, namely,
 - Orient Green Power Company (Rajasthan) Private Limited for undertaking 8 MW biomass power project in Kishanganj, and
 - Beta Wind Farm Private Limited (BWFPL) for undertaking 300 MW wind project in Tamil Nadu;
- (c) funding of Subsidiaries BWFPL, PSR Green Power Projects Private Limited ("PSR Green") and Shriram Non-Conventional Energy Limited ("SNEL") for repayment of existing debt availed from Indusind Bank, and prepayment of existing debt availed from Yes Bank; and
- (d) general corporate purposes.

As per the objects of utilisation listed above, the total amount of utilisation originally allocated towards "funding of subsidiaries for repayment and prepayment of existing debt " was Rs. 148.19 Crores. This pertains to the following:

1. Repayment of Rs. 100 Crores availed by Beta Wind Farm Private Limited to Indusind Bank towards deep discount convertible debentures.
2. Repayment of Term Loan of Rs. 48.19 Crores to Yes Bank Ltd, availed by Shriram Non-Conventional Energy Limited & PSR Green Power Projects Private Limited.

Out of Rs.48.19 Crores, an amount of Rs 47.77 Crores has been repaid towards full and final settlement of these loans and there is an unutilized IPO proceeds of Rs. 0.42 Cr. (Rs. 42.02 Lakhs).

Since there is unutilised amount of Rs. 0.42 Cr. under "financing of subsidiaries for repayment of loans", the Board deliberated on the matter and approved the utilisation of this amount for the funding of the subsidiary, Beta Wind Farm Pvt. Ltd. for the construction and development of 300 MW Wind Projects instead of funding of the subsidiary, PSR Green Power Projects Pvt. Ltd. for repayment of debt to bank.

The Company is therefore seeking the approval of the Shareholders' to swap the unutilized IPO proceeds of Rs. 0.42 Cr. (Rs.42.02 Lakhs) for the other objects as stated in the Prospectus under the heading "Funding of Subsidiaries for development of biomass and wind projects".

On approval, the said amount shall be deployed in the 300 MW Project of M/s. Beta Wind Farm Private Limited.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.4 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

Mr. R. Ganapathi, Director is deemed to be concerned or interested in the above said resolution being a Director in M/s. Beta Wind Farm Private Limited. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 6 above.

ITEM NO. 7

M/s. Shriram Industrial Holdings Ltd. (SIHL), the flagship Company of the Non-Financial business (NFS) of Shriram Group is the major shareholder in OGPL. Besides financial support by way of investment and loans, SIHL has also been providing various support functions to OGPL on an on-going basis. SIHL has employed specialists/senior professionals/consultants to actively participate in the management and advise its investee companies on operational as well as strategic matters on a continuous basis and this has helped to build value for each and every company in the Non - Financial Services business, including M/s. Orient Green Power Company Limited (OGPL).

Corporate functions including investment / divestment, treasury, financial management, accounting policies, risk management and mitigation plans, legal services, IT services, taxation reviews, investor relations management and management reporting and review were also extended to OGPL by SIHL.

For the above mentioned services availed by the Company, it is proposed to pay SIHL, a management fee of Rs.30 Lacs per month for a period of three years from April 01, 2014 to March 31, 2017.

Considering the nature of the support being provided and the value obtained as a result of such support, the Board of Directors have evaluated the proposal and found that the proposal is reasonable.

As per the provision of Section 188 of the Companies Act 2013, no such contract or arrangement with a related party can be entered without obtaining the prior approval of the shareholders by way of Special Resolution.

It is, therefore, necessary to authorise the Board by the Members for such purpose, namely to make payment to SIHL by way of management fees of Rs.30 Lacs per month for the period of three years i.e. April 01, 2014 to March 31, 2017.

Mr. S.Srinivasan, Director of the Company who is also the Managing Director of SIHL, is concerned or interested in the above said resolution.

M/s. Shriram Industrial Holdings Limited and Orient Green Power Pte Ltd., promoters of the Company is concerned or interested in the above said resolution and as per Section 188 of the Companies Act, 2013 is refrained from participating in this particular business.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.4 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

None of the other Directors , Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 7 above.

INSTRUCTIONS

Please read the following instructions carefully:

- 1 Please complete this postal ballot form and send it to the Scrutinizer in the attached pre-paid self-addressed envelope. You may also deliver the envelope containing postal ballot form, personally to the registered office of the Company or send it by courier at your expense.
- 2 The self-addressed, postage prepaid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- 3 The postal ballot form should be completed and signed by the sole/first named shareholder. In the absence of first named shareholders, in case of joint holding, the form may be completed and signed by the next named shareholder. However where the form is sent separately by the first named shareholder and the joint holder(s) the vote of the first named shareholder will be valid.
- 4 In case of equity shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the board resolution/authority, with signature/s of authorised signatory (ies) duly attested.
- 5 Unsigned postal ballot forms will be rejected.
- 6 The votes should be cast either in favour or against the Resolution(s) by putting the tick mark in the column provided for assent or dissent. Postal ballot form bearing (√) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filed or bearing more than one (√) Postal ballot forms will be subject to rejection by the Scrutinizer.
- 7 A member need not use all the votes nor cast all the votes in the same way.
- 8 The right of voting by postal ballot shall be exercised only by the members.
- 9 There will be one postal ballot form for every Folio/Client ID irrespective of the number of joint holders.
- 10 The notice of postal ballot is being dispatched to the members whose name appear on the Register of Member as on April 11, 2014 and voting rights shall be reckoned on the paid up value of the equity shares registered in the name of shareholders as on the same date.
- 11 Duly completed postal ballot forms should reach the Company not later than 05.00 P.M. on or before May 23, 2014. Postal ballot forms received after this date and time will be strictly treated as if the reply from the member has not been received.
- 12 The result of the postal ballot will be announced by Mr. S. Venkatachalam, Managing Director or Mr. P Srinivasan, Company Secretary of the Company on Monday, May 26, 2014 at 03.00 P.M. at Sigappi Achi Building, 4thFloor, 18/3 Rukmini Lakshmi pathi Road, Egmore, Chennai-600008.
- 13 You are requested not to send any other paper along with the postal ballot form. All envelopes will be sent to the Scrutinizer and the Scrutinizer will destroy any irrelevant paper found in the envelope.
- 14 The Scrutinizer's decision on the validity of postal ballot will be final.



ORIENT GREEN POWERCOMPANY LTD

Regd. Office: SIGAPPI ACHI BUILDING, 4TH FLOOR, 18/3, RUKMINI LAKSHMIPATHI ROAD, EGMORE, CHENNAI 600008
Corporate Identity Number: L40108TN2006PLC061665

POSTAL BALLOT FORM

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

- Name and registered address of the :
sole/ first named shareholder
- Name(s) of joint shareholder(s), if any :
- DP ID /Client ID No.# :
or Registered Folio No.
[# applicable to those holding shares in demat form]
- No. of shares held :
- 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.	Special Resolution under Section 180(1)(a) and other applicable provisions, if any of the Companies Act 2013, empowering the Board of Directors of the Company to Sell Lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.			
2.	Special Resolution under Section 186 and other applicable provisions, if any of the Companies Act 2013, empowering the Company to give inter corporate loans and investments or guarantee or security in excess of the prescribed limits.			
3.	Special Resolution under Section 269 read with Schedule XIII of the Companies Act, 1956, seeking approval of the Shareholders for approval for the remuneration paid to Mr. T. Shivaraman, Vice Chairman for the period from April 01, 2013 to March 31, 2014.			
4.	Special Resolution under Section 372 A of the Companies Act, 1956, seeking confirmation/ratification of the Shareholders for the Corporate Guarantee issued by the Board of Directors in favour of M/s. YES Bank Limited for Rs.30 Crores on behalf of M/s. Shriram Non-Conventional Energy Private Limited.			
5.	Special Resolution under Section 180(1)(a) and other applicable provisions, if any of the Companies Act 2013, seeking approval of the Shareholders for sale of Pollachi unit of the Company by way of slump sale.			
6.	Seeking approval of the Shareholders to swap the unutilized amount of Rs.42.02 Lakhs of the Initial Public Offering (IPO) proceeds towards 300 MW Project of M/s. Beta Wind Farm Private Limited, one of the objects of the IPO			
7.	Seeking approval of the Shareholders to enter into contract and payment of Management Fees of Rs. 30 Lakhs per month to M/s. Shriram Industrial Holdings Limited (SIHL) for a period of three years from April 01, 2014 to March 31, 2017.			

Place :

Date :

Signature of the shareholder

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User ID	Password

Note: Please read the instructions carefully printed overleaf.