



ORIENT GREEN POWER COMPANY LIMITED

ORIENT GREEN POWER COMPANY LIMITED

Registered Office: 4th Floor, Sigappi Achi Building,
18/3, Rukmini Lakshmi Pathi Road, Egmore, Chennai - 600 008
Corporate Identity Number : L40108TN2006PLC061665
Ph: 044-49015678, Website: www.orientgreenpower.com

Notice of the Extra Ordinary General Meeting

Notice is hereby given that the Extra –Ordinary General Meeting of the Members of Orient Green Power Company Limited (“**Company**”) will be held on Monday, 14th September 2015 at 3.00 p.m. at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017 to transact the following business:

SPECIAL BUSINESS:

Item No.1

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

To Issue up to 17,193,947 Equity Shares on a Preferential basis

“**RESOLVED THAT** pursuant to Section 42 and Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI (ICDR Regulations)**”) and the listing agreements entered into by the Company with the stock exchanges on which the Company’s shares are listed, or any other relevant authority from time to time and Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 and the rules / regulations / guidelines, notifications, circulars, press notes and clarifications issued from time to time by Government of India, the Reserve Bank of India, to the extent applicable and subject to (i) execution of definitive agreements and the conditions therein specified if any and (ii) approvals, consents, permissions and sanctions as might be required and (iii) such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and hereby authorized to issue, offer and allot up to 72,21,458 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 10,49,99,999 (Rupees Ten Crores Forty Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Nine Only) to EW Special Opportunities Fund II Pte. Limited and up to 99,72,489 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 14,49,99,990 (Rupees Fourteen Crores Forty Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Only) to Ecap Equities Limited on such terms as mentioned in the explanatory statement.”

“**RESOLVED FURTHER THAT** the issue and allotment of the Equity Shares to EW Special Opportunities Fund II Pte. Limited and Ecap Equities Limited (the “**Allottees 1**”) shall be on the following terms and conditions:

- The “relevant date” for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of minimum price for the issue of the above mentioned Equity Shares shall be 15th August, 2015, being the date 30 days prior to the date of Extraordinary General Meeting (i.e. 14th September, 2015).”

“RESOLVED FURTHER THAT

- i) The consideration price of the Equity Shares shall be received from the Allottee 1’s Bank accounts;
- ii) The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited and The National Stock of India Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii) the Equity Shares allotted to Allottee 1 shall rank *pari passu* with the then existing Equity Shares of the Company, from the date of their allotment. Such new Equity Shares when issued and allotted as aforesaid

shall also be entitled for dividend as per the regulations / notifications / clarifications issued by SEBI in this regard;

- iv) The Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2009;
- v) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI (ICDR Regulations), without being required to seek any further consent or approval of the members of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to settle any question or difficulty that may arise with regard to the issue and allotment of Equity Shares.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution.”

Item No. 2

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

To Issue upto 103,163,686 Equity Shares on a Preferential basis :

“RESOLVED THAT pursuant to Section 42 and Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**“SEBI (ICDR Regulations)”**) and the listing agreements entered into by the Company with the stock exchanges on which the Company’s shares are listed, or any other relevant authority from time to time and Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 and the rules / regulations / guidelines, notifications, circulars, press notes and clarifications issued from time to time by Government of India, the Reserve Bank of India, to the extent applicable and subject to (i) execution of definitive agreements and the conditions therein specified if any and (ii) approvals, consents, permissions and sanctions as might be required and (iii) such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and hereby authorized to issue, offer and allot up to a) 3,43,87,895 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 49,99,99,993 (Rupees Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Three Only) to Nivedana Power Private Limited, b) 3,43,87,895 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 49,99,99,993 (Rupees Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Three Only) to Syandana Energy Private Limited and, c) 3,43,87,896 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 50,00,00,008 (Rupees Fifty Crores and Eight Only) to Janati Bio Power Private Limited on such terms as mentioned in the explanatory statement.”

“RESOLVED FURTHER THAT the issue and allotment of the Equity Shares to Nivedana Power Private Limited, Syandana Energy Private Limited and Janati Bio Power Private Limited (the **“Allottees 2”**) shall be on the following terms and conditions:

- The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of price for the issue of the above mentioned Equity Shares shall be 15th August, 2015, being the date 30 days prior to the date of Extraordinary General Meeting (i.e. [14th September, 2015]).”

“RESOLVED FURTHER THAT

- i) The consideration price of the Equity Shares shall be received from the Allottees 2’s Bank accounts;
- ii) The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited and The National Stock of India Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

- iii) the Equity Shares allotted to Allottees 2 shall rank *pari passu* with the then existing Equity Shares of the Company, from the date of their allotment. Such new Equity Shares when issued and allotted as aforesaid shall also be entitled for dividend as per the regulations/ notifications/ clarifications issued by SEBI in this regard;
- iv) The Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2009;
- v) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI (ICDR Regulations), without being required to seek any further consent or approval of the members of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to settle any question or difficulty that may arise with regard to the issue and allotment of Equity Shares.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution.”

Item No. 3

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

To Issue up to 51600000 Equity Shares on a Preferential basis :

“RESOLVED THAT pursuant to Section 42 and Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**“SEBI (ICDR Regulations)”**) and the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company’s shares are listed, or any other relevant authority from time to time and Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 and/or the rules / regulations / guidelines, notifications, circulars, press notes and clarifications issued from time to time by Government of India, the Reserve Bank of India, to the extent applicable and subject to (i) execution of definitive agreements and the conditions therein specified if any and (ii) approvals, consents, permissions and sanctions as might be required and (iii) such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and hereby authorized to issue, offer and allot up to 5,16,00,000 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 75,02,64,000 (Rupees Seventy Five Crores Two Lakhs Sixty Four Thousand Only) to SEBI registered Portfolio Manager viz. M/s. Forefront Capital Management Private Limited which a 100% subsidiary of Edelweiss Financial Services Limited, which is a public listed company

“RESOLVED FURTHER THAT the issue and allotment of the Equity Shares to SEBI registered Portfolio Manager viz. M/s. Forefront Capital Management Private Limited (the **“Allottee 3”**) shall be on the following terms and conditions:

- The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of price for the issue of the above mentioned Equity Shares shall be 15th August, 2015, being the date 30 days prior to the date of Extraordinary General Meeting (i.e. 14th September, 2015).

“RESOLVED FURTHER THAT

- i) The consideration price of the Equity Shares shall be received from the Allottees3’s Bank accounts;

- ii) The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited and The National Stock of India Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii) the Equity Shares allotted to the **Allottees3** shall rank *pari passu* with the then existing Equity Shares of the Company, from the date of their allotment. Such new Equity Shares when issued and allotted as aforesaid shall also be entitled for dividend as per the regulations/ notifications/ clarifications issued by SEBI in this regard;
- iv) The Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2009;
- v) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI (ICDR Regulations), without being required to seek any further consent or approval of the members of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to settle any question or difficulty that may arise with regard to the issue and allotment of Equity Shares.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution.”

Item No. 4

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

Variation in fund requirements and shortfall of Net Proceeds

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 one of the objects 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, Tamil Nadu, Chennai.

RESOLVED FURTHER THAT approval of the member of the company be and is hereby accorded for amending the capacity of Beta wind Farm Private Limited (a subsidiary of the Company) as 241.68 MW for which the entire amount of ₹ 558.84 Crores has been incurred as per the objects of the issue.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to raise additional funds by way of Debt or equity capital for meeting the cost overrun for completion of the balance capacity in order to complete the 300 MW Wind Project.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized 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 authorized to delegate all or any of the powers herein conferred to any committee of directors or any other officer(s) or authorized representative(s) of the Company to give effect to the aforesaid resolution.

Item No. 5

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

Waiver of excess managerial remuneration paid to Mr. T. Shivaraman as Executive Vice Chairman of the Company for the period from 1st April 2013 to 31st March 2014

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) AND the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, subject to such other approvals, if any as may be required, approval of the Members be and is hereby accorded to the Board of Directors of the Company to ratify and confirm the waiver of the remuneration paid as prescribed under the provisions of Section 198, 309 read together with Schedule XIII of the Companies Act, 1956 and within the limits as approved by Shareholders in their Extra Ordinary General Meeting held on May 26, 2014 amounting to ₹ 12,00,000 paid to Mr. T. Shivaraman (DIN No. 01312018) during the financial year ended 31st March 2014.

RESOLVED FURTHER THAT subject to the approval of the Central Government, the remuneration of ₹ 12,00,000 paid to Mr. T. Shivaraman (DIN No. 01312018) Executive Vice-Chairman during the period 1st April 2013 to 31st March 2014 be and is hereby ratified.

RESOLVED FURTHER THAT Mr. S. Venkatachalam, (DIN No. 06698233) Managing Director and Mr. P. Srinivasan (Membership No.8869) Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered to be necessary or desirable to give effect to this Resolution in this regard.”

Item No. 6

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

Alteration of Articles of Association

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and 15 of Companies Act, 2013 (‘the Act’), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board of Directors/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered to be necessary or desirable to give effect to this Resolution in this regard.”

By order of the Board of Directors

Date : August 19, 2015

Place :Chennai

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. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The proxy form duly completed must be returned so as to reach the registered office of the Company not less than 48 hours before the time of commencement of the aforesaid meeting.

3. Members/Proxies should bring their Attendance slip duly completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Extra Ordinary General Meeting.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Extra Ordinary General Meeting.
6. Members are requested to address all the correspondences, to the Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mill Compound, LBS Marg, Bhandup (West) Mumbai – 400 078.
7. Members whose shareholding is in electronic mode are requested to direct change of address notification and updates on bank account details, if any, to the respective depository participants.
8. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
9. Voting through electronic means

(I) Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The facility for voting, through ballot paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

Steps for E-Voting:

- (i) The voting period begins on Thursday, 10th September 2015 at 10.00 a.m. and ends on Sunday, 13th September 2015 at 5.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 04 September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now, select "ORIENT GREEN POWER COMPANY LIMITED" from the drop down menu and click on "SUBMIT"
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

(viii) 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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on 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).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for “ORIENT GREEN POWER COMPANY LIMITED” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (PoA) which they have issued in favour of the Custodian, if any, 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 (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) The Board has appointed Mrs.B. Chandra, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the e-voting process for the Extra Ordinary General Meeting in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(xxi) The Results shall be declared on the day of the Extra Ordinary General Meeting of the Company. The results declared along with the scrutinizer’s report shall be placed on the Company’s website www.orientgreenpower.com and on the website of CDSL within two days of passing of the resolutions at the Extra Ordinary General Meeting of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.

By order of the Board of Directors

Date : August 19, 2015
Place :Chennai

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 19 August, 2015 and shall be taken as forming part of the notice.

ITEM Nos. 1, 2 & 3

The Company is engaged in carrying on business of investment, ownership and operations in renewable energy areas like biomass power, wind power, biogas power and bio fuels.

The company is required to fund its subsidiaries for completion of the wind energy projects and also it requires funds for various long term working capital and general deleveraging purposes. To augment the growth and improve the financial performance of the Company, the Company has approached the Allottees1, Allottees2 and Allottees3 (“Allottees”) to infuse fresh funds in the Company.

Board of Directors at its meeting held on 19 August, 2015 , after considering the various sources for sourcing funds for this investment; while at the same time maintaining public shareholding at 25% post issue, deemed it appropriate to create, issue, offer and allot equity shares to the following:

- Issue of 7,221,458 Equity Shares of face value of ₹ 10/- each fully paid up at premium of ₹ 4.54 per share to EW Special Opportunities Fund II Pte Limited;
- Issue of 9,972,489 Equity Shares of face value of ₹ 10/- each fully paid up at premium of ₹ 4.54 per share Ecap Equities Limited;
- Issue of 34,387,895 Equity Shares of face value of ₹ 10/- each fully paid up at premium of ₹ 4.54 per share to M/s. Nivedana Power Private Limited
- Issue of 34,387,895 Equity Shares of face value of ₹ 10/- each fully paid up at premium of ₹ 4.54 per share to M/s. Syandana Energy Private Limited
- Issue of 34,387,896 Equity Shares of face value of ₹ 10/- each fully paid up at premium of ₹ 4.54 per share to M/s. Janati Bio Power Private Limited
- Issue of 5,16,00,000 Equity Shares of face value of ₹ 10/- each fully paid up at premium of ₹ 4.54 per share to SEBI registered Portfolio Manager viz. M/s. Forefront Capital Management Private Limited which is a 100 % subsidiary of Edelweiss Financial Services Limited, which is a public listed company:

Pursuant to provisions of Section 62 (1) (c) of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro-rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed issue of shares is in accordance with the provisions of SEBI (ICDR Regulations) and other applicable regulations, if any. In terms of the provisions of the Companies Act, 2013 read with Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR Regulations), the relevant disclosures are given below:

The object of the issue through preferential offer:

The proceeds will be utilized for capital expenditure for wind projects being implemented by subsidiaries, meeting working capital requirements, repayment of debt by the company and its subsidiaries and for other corporate purposes.

Issue Size, number of Equity Shares to be issued :

Issuance of 7,221,458 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 10,49,99,999 (Rupees Ten Crores Forty Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Nine Only) to EW Special Opportunities Fund II Pte. Limited;

Issuance of 9,972,489 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 14,49,99,990 (Rupees Fourteen Crores Forty Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Only) to Ecap Equities Limited;

Issuance of 34,387,895 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 49,99,99,993 (Rupees Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Three Only) to Nivedana Power Private Limited;

Issuance of 34,387,895 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 49,99,99,993 (Rupees Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Three Only) to Syandana Energy Private Limited ;

Issuance of 34,387,896 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 50,00,00,008 (Rupees Fifty Crores and Eight Only) to Janati Bio Power Private Limited]; and

Issuance of 5,16,00,000 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 75,02,64,000 (Rupees Seventy Five Crores Two Lakhs Sixty Four Thousand Only) to SEBI registered Portfolio Manager viz. Forefront Capital Management Private Limited which is a 100 % subsidiary of Edelweiss Financial Services Limited, which is a public listed company

The Proposal of the Promoters / PAC / Directors / Key Management Persons to subscribe to the offer:

Nivedana Power Private Limited, and Syandana Energy Private Limited who will be subscribing to 34,387,895 equity shares each and Janati Bio Power Private Limited who will be subscribing to 34,387,896 equity shares belong to the Promoter Group.

Mr. S. Srinivasan, Director is deemed to be concerned or interested in the above said resolution being a Managing Director in M/s. SVL Limited (Promoter Company). None of the other Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

Relevant Date:

The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of price for the issue of the above mentioned Equity Shares shall be 15th August, 2015 being the date 30 days prior to the date of Extraordinary General Meeting (i.e. 14th September, 2015)

Pricing of Preferential Issue

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR Regulations). Since the Company is listed on both BSE Limited ("BSE") and National Stock Exchange

Limited ("NSE"), the trading price of securities of the Company on both the stock exchanges is taken into consideration for determining the pricing of securities allotted on preferential basis.

Accordingly, the price per Equity Share to be issued is fixed at ₹ 14.54 which is higher of a) the average of the weekly high and low of the volume weighted price at the NSE and the BSE for 26 weeks prior to the Relevant Date and b) the average of the weekly high and low of the volume weighted average prices at the NSE and the BSE for 2 weeks prior to the Relevant Date.

Terms of Issue of Equity Shares:

The consideration price of the equity shall be received from respective allottee's banks accounts;

Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot :

- 7,221,458 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 10,49,99,999 (Rupees Ten Crores Forty Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Nine Only) to EW Special Opportunities Fund II Pte. Limited;
- 9,972,489 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 14,49,99,990 (Rupees Fourteen Crores Forty Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Only) to Ecap Equities Limited;
- 34,387,895 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 49,99,99,993 (Rupees Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Three Only) to Nivedana Power Private Limited;
- 34,387,895 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 49,99,99,993 (Rupees Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Three Only) to Syandana Energy Private Limited;
- 34,387,896 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 50,00,00,008 (Rupees Fifty Crores and Eight Only) to Janati Bio Power Private Limited and;
- 5,16,00,000 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 75,02,64,000 (Rupees Seventy Five Crores Two Lakhs Sixty Four Thousand Only) to SEBI registered Portfolio Manager viz. Forefront Capital Management Private Limited which is a 100 % subsidiary of Edelweiss Financial Services Limited, which is a public listed company

The Equity Shares allotted on preferential basis to Nivedana Power Private Limited, Syandana Energy Private Limited and Janati Bio Power Private Limited under SEBI (ICDR) Regulations shall be locked in for a period of three years from the date of Trading Approval to be received from the stock exchanges provided that not more than twenty per cent of the total capital of the issuer shall be locked-in for three years from the date of allotment and the Equity Shares allotted to EW Special Opportunities Fund II Pte. Limited, Ecap Equities Limited and to SEBI registered Portfolio Manager viz. Forefront Capital Management Private Limited as provided in table below under SEBI (ICDR) Regulations shall be locked in for a period of one year from the date of Trading Approval to be received from the Stock Exchanges (the date of trading approval shall mean the latest date when trading approval has been granted by recognized stock exchanges viz. BSE and NSE). The entire pre preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of six months from the date of Trading Approval to be received from the Stock Exchanges.

The entire pre preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of six months from the date of Trading Approval to be received from the Stock Exchanges;

The Equity Shares allotted shall not be transferred by the allottees till the trading approval is granted by recognized stock exchanges viz. BSE and NSE and for a period of three years and one year thereof as the case may be;

The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

Shareholding pattern before and after the preferential issue:

Sl. No.	Category of Shareholder	Pre-issue		Post-issue	
		Total number of shares held	% of share equity holding	Total number of equity shares held	% of equity share holding
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ HUF	0	0	0	0
(b)	Central Govt./ State Govt.(s)	0	0	0	0
(c)	Bodies Corporate	16,39,94,972	28.87	26,71,58,658	36.10
(d)	Financial Institutions/ Banks	0	0	0	0
(e)	Any Others(Specify)	0	0	0	0
(e-i)	Directors Relatives	0	0	0	0
(e-ii)	Directors	0	0	0	0
	Sub Total(A)(1)	16,39,94,972	28.87	26,71,58,658	36.10
2	Foreign				
A	Individuals (NRI/Foreign Individuals)	0	0	0	0
B	Bodies Corporate	26,20,63,624	46.13	26,20,63,624	35.41
C	Institutions	0		0	0
D	Qualified Foreign Investor	0		0	0
E	Any Others(Specify)	0		0	0
	Sub Total(A)(2)	26,20,63,624	46.13	26,20,63,624	35.41
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	42,60,58,596	75.00	52,92,22,282	71.51
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0	0	0
(b)	Financial Institutions / Banks	3,16,80,791	5.58	3,16,80,791	4.28
(c)	Central Government/ State Government(s)	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Foreign Institutional Investors	2,06,98,479	3.64	2,79,19,937	3.77
(g)	Foreign Venture Capital Investors	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0
(i)	Any Other (specify)	0	0	0	0
	Sub-Total (B)(1)	5,23,79,270	9.22	5,96,00,728	8.05
B 2	Non-institutions				
(a)	Bodies Corporate	4,64,13,818	8.17	10,79,86,307	14.59
(b)	Individuals				
I	Ind-Hold nominal shr capital upto Rs.1L	1,88,84,801	3.32	1,88,84,801	2.55
II	Ind-Hold nominal shr capital in excess of Rs.1L	2,11,49,476	3.72	2,11,49,476	2.86
(c)	Qualified Foreign Investor	0	0	0	0
(d)	Any Other (specify)	0	0	0	0
(d-i)	Others	0	0	0	0
(d-ii)	Clearing member	11,61,309	0.2	11,61,309	0.16
(d-iii)	NRIs (Repat)	8,14,551	0.14	8,14,551	0.11
(d-iv)	NRIs (Non-Repat)	1,66,274	0.03	1,66,274	0.02
(d-v)	NRI Corp Bodies	0	0	0	0
(d-vi)	Foreign Corp Bodies (Including FDI)	6,38,738	0.11	6,38,738	0.09
(d-vii)	Customers	0	0	0	0
(d-viii)	Suppliers	0	0	0	0
(d-ix)	Foreign Nationals	0	0	0	0
(d-x)	Trusts	0	0	0	0
(d-xi)	Foreign (Promoters)	0	0	0	0
(d-xii)	Directors / Relatives	4,11,416	0.07	4,11,416	0.05
(d-xiii)	Foreign Individuals (Including FDI)	0	0	0	0
	Sub-Total (B)(2)	8,96,40,383	15.78	15,12,12,872	20.43
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	14,20,19,653	25.00	21,07,98,097	28.49
	TOTAL (A)+(B)	56,80,78,249	100.00	74,00,35,882	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group	0	0	0	0
2	Public	0	0	0	0
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	56,80,78,249	100.00	74,00,35,882	100.00

Note: -

1. The above shareholding pattern has been prepared on the basis of shareholdings as on 30 June, 2015.
2. Mr. S. Srinivasan, Director is deemed to be concerned or interested in the above said resolution being a Managing Director in M/s. SVL Limited (Promoter Company). None of the other Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

Proposed time limit within which the allotment shall be complete:

As required under the SEBI (ICDR Regulations), the allotment of Equity Shares pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of the special resolution approving allotment.

Provided that where the allotment is pending on account of any such approval of allotment by any regulatory authority including stock exchanges or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

The percentage of the post-preferential issue capital held by the proposed allottee(s) is as under:

Sl. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Pre-Issue no. of Equity Shares / Preferential Shares	Number of Equity Shares	Post Issue capital	% of Holding
1	Nivedana Power Private Limited	Promoter Group	The allottee is 100% owned by SVL Limited. SVL Limited is 100% owned by SVL Trust. No person including the settlor of the trust, beneficiary or trustee has 15% or more of interest in the trust. The trust is managed by Mr. S. Srinivasan who acts as managing trustee.	0	3,43,87,895	3,43,87,895	4.65
2	Syandana Energy Private Limited	Promoter Group	The allottee is 100% owned by SVL Limited. SVL Limited is 100% owned by SVL Trust. No person including the settlor of the trust, beneficiary or trustee has 15% or more of interest in the trust. The trust is managed by Mr. S. Srinivasan who acts as managing trustee.	0	3,43,87,895	3,43,87,895	4.65
3	Janati Bio Power Private Limited	Promoter Group	The allottee is 100% owned by SVL Limited. SVL Limited is 100% owned by SVL Trust. No person including the settlor of the trust, beneficiary or trustee has 15% or more of interest in the trust. The trust is managed by Mr. S. Srinivasan who acts as managing trustee.	0	3,43,87,896	3,43,87,896	4.65
4	EW Special Opportunities Fund II Pte.	Foreign Corp Bodies	"ESOF II LP and Special Opportunities Fund II LP, are Limited Partnerships incorporated in Singapore which own 100% of EW Special Opportunities Fund II Pte. ESOF II LP and Special Opportunities Fund II LP are controlled by General Partner Pte. Ltd., which acts as the general partner. 99% of the share capital of the General Partner Pte. Ltd is held by CIM TRUSTEES (MAURITIUS) LIMITED which acts as a trustee (also commonly referred to as administrator) for the general partner."	0	72,21,458	72,21,458	0.97
5	Ecap Equities Limited	Public-Bodies Corporate	Edelweiss Financial Services Limited which is a public listed company in India.	0	99,72,489	99,72,489	1.35
6	SEBI registered Portfolio Manager viz. Forefront Capital Management Private Limited	Public-Bodies Corporate	"SEBI registered Portfolio Manager viz. Forefront Capital Management Private Limited. 100% of Forefront Capital Management Private Limited is held by Edelweiss Financial Services Limited, which is a public listed company."	0	5,16,00,000	5,16,00,000	6.97

Undertaking(s):

This is to undertake that the price is recomputed in terms of the provision of the SEBI (ICDR Regulations). If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR Regulations), the specified securities shall continue to be locked in till such amount is paid by the allottees.

Lock in:

The Equity Shares shall be locked in for such period as may be specified under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Change in the Control or Composition of the Board

There will neither be any change in the composition of the Board nor any change in the Control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

Auditors' Certificate:

It is proposed to obtain a certificate from M/s. Deloitte Haskins & Sells, Statutory Auditors of the Company, certifying that the issue of Equity Shares is being made in accordance with the SEBI (ICDR Regulations).

A copy of the Memorandum and Articles of Association of the Company will be available for inspection at the registered office of the Company on any working day between 11:00 a.m. and 1:00 p.m., and will also be available for inspection at the Extra-ordinary General Meeting.

The Board recommends the above mentioned resolution to be passed as a Special Resolution.

Mr. S. Srinivasan, Director is deemed to be concerned or interested in the above said resolution being a Managing Director in M/s. SVL Limited (Promoter Company). None of the other Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

ITEM No. 4

M/s. Orient Green Power Company Limited (The Company) came out with an Initial public Offering (IPO) (hereinafter referred to as "the Issue") of 191,489,361 equity shares of face value of ₹ 10 each for cash at a price of ₹ 47 per equity share including a share premium of ₹ 37 per equity share, aggregating to ₹ 9,000 million on 08th October, 2010 and the shares of the Company got listed with the Stock Exchanges BSE and NSE.

One of the Objects of the Issue was, "Funding of subsidiaries for development of biomass and wind projects ("300 MW Tamil Nadu project"). The Amount set aside for the said purpose was ₹ 578.60 Crores.

Out of the originally earmarked funds of ₹ 558.84 Crore for 300 MW project to be set up by its subsidiary, Beta Wind Farm Private Limited, the Company has utilized the entire amount in line with the objects of the issue and such utilization has resulted in setting up wind energy capacity of 241.68 MW instead of the originally envisaged 300MW due to cost over-run. The cost over-run had been incurred mainly due to delays in implementation of the project on account of challenges faced during land acquisition, power evacuation issues leading to relocation of wind mills and delays in obtaining right of way interests as well as delays by certain state utilities in approving the Power Purchase arrangements.

Now, the Company has decided to raise additional funds for the balance 57.5MW from other sources i.e. either by way of additional loans from banks and other sources of equity.

The banks who had earlier sanctioned the loans to the subsidiary, have re-appraised the project and sanctioned additional loans to complete the balance capacity of the project.

It is also pertinent to mention that, the Company in its Prospectus dated September 20, 2010 had mentioned about the "**Variation in fund requirements and Shortfall of Net Proceeds**" as follows:

"in case of variations in the actual utilization of the Net Proceeds, increased fund requirements for any of the Objects may be financed by surplus funds, if any, allocated for the other Objects, subject to applicable law. In case of shortfall/ cost overruns if any, for the Objects, the Company intends to meet the same through a range of options including utilizing our internal accruals, seeking additional debt or raising equity capital. Further, in the event that estimated utilization out of the Net Proceeds in a Fiscal is not completely met, the same shall be utilized in the next Fiscal. Until our Company realises the Net Proceeds, it will utilize its internal resources / debt for payments in respect of the Objects, which is currently intended to be reimbursed from the Net Proceeds".

Accordingly, the Company is now seeking the approval of the Shareholders by way of Special Resolution for considering the amounts already utilized in line with the objects, aggregating to ₹ 558.84 Crores as having been utilized for completing 241.68MW and for raising additional funds by way of additional debts/issue of equity shares to complete the balance project.

Neither the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

The Board recommends the resolution set forth in the above item for the approval of the members.

ITEM No. 5

The Company 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 ₹ 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 ₹ 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.

Further pursuant to the provisions of Section 198, 269, 309 and 310 and other applicable provisions if any of the Companies Act, 1956, the said payment was already approved by the Shareholders by way of Postal Ballot process on 26th May, 2014 which was subject to approval of Central Government.

The Company has already complied with the necessary procedures required as per the act to seek approval from the Central Government. As there was delay in completing requisite formalities and also for receiving the consent from the Central Government, necessary remuneration has been paid to Mr. T. Shivaraman, Vice Chairman for the said period.

Considering these facts, the Central Government has intimated the Company to file application for the waiver of recovery of excess remuneration paid to Mr. T. Shivaraman, Vice Chairman.

Taking into account the excellent performance and dedication of Mr. T. Shivaraman, Vice Chairman, who has justified the position assigned to him, Board of Directors of your Company have agreed and passed Board Resolution on 19th August 2015 for waiver of recovery of excess remuneration paid to Mr. T. Shivaraman, Vice Chairman for the period 01st April, 2013 to 31st March, 2014.

The Board recommends the passing of the resolution by the Members of the Company, as set out in the above item of the Notice.

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 are, in any way, concerned or interested financially or otherwise in the above said resolutions.

ITEM No. 6

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. year 2006. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence the Board of Directors at its meeting held on August 19th 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of Section 5, 14 and 15 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 A.M. to 2.00 P.M. till the date of Extra Ordinary General Meeting and also available in the website of the Company www.orientgreenpower.com.

Neither the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

The Board recommends the resolution set forth in the above item for the approval of the members.

By order of the Board of Directors

Date : August 19, 2015

Place : Chennai

P. Srinivasan
Company Secretary



ORIENT GREEN POWER COMPANY LIMITED

ORIENT GREEN POWER COMPANY LIMITED

Registered Office: 4th Floor, Sigappi Achi Building,
18/3, Rukmini Lakshmipathi Road, Egmore, Chennai - 600 008
Corporate Identity Number : L40108TN2006PLC061665
Ph: 044-49015678, Website: www.orientgreenpower.com

**FORM NO. MGT-11
PROXY FORM**

Corporate Identity Number	L40108TN2006PLC061665
Name of the company	Orient Green Power Company Limited
Registered office	4 th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmipathi Road, Egmore, Chennai-600 008. Ph:044-49015678. Website:www.orientgreenpower.com

Full Name of the Member attending (in Block Letters)

Full Name of the first joint-holder

Name of the Proxy

I/We, being the member (s) of shares of the above named company, hereby appoint

Name: Address: E-mail Id: Signature: or failing him	Name: Address: E-mail Id: Signature: or failing him	Name: Address: E-mail Id: Signature:
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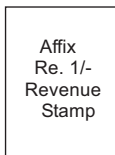
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **EXTRA ORDINARY GENERAL MEETING** of the Company to be held on Monday, 14th September, 2015 at 03.00 P.M. at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions :
Special Business:	
	Special Resolution:
1	To Issue up to 17,193,947 Equity Shares on a Preferential basis
2	To Issue upto 103,163,686 Equity Shares on a Preferential basis
3	To Issue up to 5,16,00,000 Equity Shares on a Preferential basis
4	Variation in fund requirements and shortfall of Net Proceeds
5	Waiver of excess managerial remuneration paid to Mr. T. Shivaraman as Executive Vice Chairman of the Company for the period from 1st April 2013 to 31st March 2014
6	Alteration of Articles of Association

Signed thisday of 2015

Signature of shareholder:

Signature of Proxy holder(s) :



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP

