



ORIENT GREEN POWER COMPANY LIMITED

6th April, 2016

**The Bombay Stock Exchange Limited
Corporate Relations Department,
P.J. Towers,
Dalal Street,
Mumbai- 400 001.**

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

Dear Sir/Madam,

Sub: Proceedings of Extra Ordinary General Meeting held on 14th September, 2015

In terms of regulation 30 read with schedule III (part A) (13) and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), 2015, We enclose herewith copy of proceedings of the Extra Ordinary General Meeting of the members held on 14th September, 2015 at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T. Nagar, Chennai – 600 017, for your information.

We request you to kindly take the same on record and oblige.

**Yours faithfully,
For Orient Green Power Company Limited**

**P. Srinivasan
Company Secretary & Compliance Officer
Encl: as above**



**ORIENT GREEN POWER COMPANY LIMITED
CHENNAI**

PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY 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

DIRECTORS PRESENT:

Mr. T. Shivaraman - Vice-Chairman
Mr. S. Venkatachalam- Managing Director
Mr. S. Srinivasan- Non- Executive Director
Mr. S. Venkat Ram - Independent Director
Maj Gen A J. Suri- Independent Director

MEMBERS:

450 Members were present in person
25 Members voted through e-voting process.

IN ATTENDANCE:

Mr. P. Srinivasan - Company Secretary
Mr. K. V. Kasturi - Chief Financial Officer

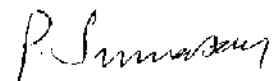
CHAIRMAN OF THE MEETING

In accordance with Article 47 of the Articles of Association, Mr. T. Shivaraman, was elected as the Chairman of the meeting.

Mr. T. Shivaraman then, took the chair. He then, welcomed all the shareholders to the Extra Ordinary General Meeting and introduced the Directors sitting on the dais. He further informed the members that, Mr. N. Rangachary, Mr. R. Ganapathi, Mr. R. Sundara Rajan, Mr. P. Krishnakumar, Mr. Himraj Dang, Mr. Vishal Vijay Gupta and Ms. Savita Mahajan, Directors, could not attend the meeting due to their pre-occupations.

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For ORIENT GREEN POWER COMPANY LIMITED



COMPANY SECRETARY

QUORUM

The requisite quorum being present, the Chairman called the meeting to order.

NOTICE

The Chairman informed the members that, the Company vide its letter dated September 11, 2015 has intimated the Exchange about the "Corrigendum to notice of Extra Ordinary General to be held on September 14, 2015".

The Chairman then, requested Mr. P. Srinivasan, Company Secretary to read out the Corrigendum for the benefit of the members present.

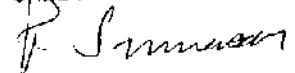
The Chairman also informed the Members that, a newspaper publication of the said Corrigendum was published by the Company on September 12, 2015 which appeared on "The Financial Express" and "Makkal Kural".

With the consent of the Members present, the Notice convening the Extra-Ordinary General Meeting of the Company was taken as read.

The Chairman then, briefed the members that pursuant to the provisions of the Companies Act, 2013 and Listing Agreements with the Stock Exchanges, the Company had provided the facility of remote e-Voting to all shareholders to cast their vote electronically in respect of the business to be transacted at this Extra Ordinary General (EGM) meeting. The procedure to exercise e-voting, has been stated in detail on the Extra Ordinary General meeting notice dated August 19, 2015. The e-voting commenced on Thursday, 10th September 2015 at 10.00 a.m. and ended on Sunday, 13th September 2015 at 5.00 p.m. The Chairman also informed that the poll will be ordered on all agenda items to be transacted at the meeting for those shareholders who have not availed e-voting facility. The Chairman informed the shareholders that Mrs B Chandra, Practicing Company Secretary, Chennai was appointed by the Board, as an Independent Scrutinizer for e-Voting process and for the poll conducted at the general meeting.

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For ORIENT GREEN POWER COMPANY LIMITED



COMPANY SECRETARY

The Chairman briefed the members about the Special Resolutions as set out in the EGM Notice under Item No. 1 to 6.

The Chairman invited members (other than present through proxies) to seek any clarifications that may require on the Agenda items as set out in the Notice of the Extra Ordinary General Meeting. The various queries of the members on the Company's operations were collated and answered by the Chairman and the Managing Director of the Company to the satisfaction of the members.

The Chairman thereafter ordered poll on the resolutions set out in the EGM Notice and requested that those members who had not exercised their votes through e-voting can vote at the meeting through ballot paper.

Mrs B Chandra, Company Secretary conducted the poll which included distribution of the poll papers, showing empty poll boxes to the members and locking the poll boxes in the presence of the members. After ensuring that all the members, proxy holders and representatives cast their votes, the scrutinizer closed the poll boxes and then took custody of the poll boxes.

After conclusion of the poll, Chairman announced that the combined results of the e-voting and poll taken at the Meeting would be announced to the Stock Exchanges and also made available on the websites of the Company within two working days.

The Chairman thanked the members of the Company for their participation and continued support announced the formal closure of the 8th Annual General Meeting.

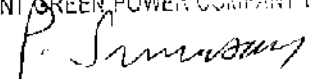
Special Resolutions as set out at Item nos. 1 to 6 of the EGM Notice dated August 19, 2015, passed by the Members with requisite majority, are as under :-

Item No.1

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

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For ORIENT GREEN POWER COMPANY LIMITED



COMPANY SECRETARY

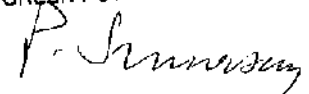
To Issue up to 17170329 Equity Shares on a Preferential basis :

"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 72,11,538 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 10,49,99,993 (Rupees Ten Crores Forty Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Three Only) to EW Special Opportunities Fund II Pte. Limited and up to 99,58,791 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 14,49,99,997 (Rupees Fourteen Crores Forty Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Seven 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)."

For ORIENT GREEN POWER COMPANY LIMITED



COMPANY SECRETARY


"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."

For ORIENT GREEN POWER COMPANY LIMITED



COMPANY SECRETARY

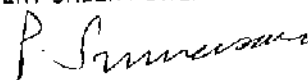
Item No.2

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

To Issue upto 10,30,21,977 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) 3,43,40,659 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 49,99,99,995 (Rupees Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Five Only) to Nivedana Power Private Limited, b) 3,43,40,659 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 49,99,99,995 (Rupees Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Five Only) to Syandana Energy Private Limited and c) 3,43,40,659 equity shares of face value of ₹ 10/- each fully paid up amounting to ₹ 49,99,99,995 (Rupees Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Five Only) to Janati Bio Power Private Limited on such terms as mentioned in the explanatory statement.”

For ORIENT GREEN POWER COMPANY LIMITED



COMPANY SECRETARY

"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 "Allottees2") 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 Allottee 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."

For ORIENT GREEN POWER COMPANY LIMITED


COMPANY SECRETARY

"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."

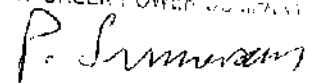
Item No.3

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

To Issue up to 5,16,00,000 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 ₹ 75,12,96,000 (Rupees Seventy Five Crores Twelve Lakhs Ninety Six 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.

For ORIENT GREEN POWER COMPANY LIMITED



COMPANY SECRETARY

"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 "Allottees3") shall be on the following terms and conditions:

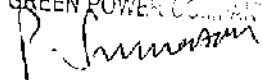
- The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of price for the issue of the above mentioned Equity Shares shall be 15th August, 2015, being the date 30 days prior to the date of Extraordinary General Meeting (i.e.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

"RESOLVED FURTHER THAT

- i) The consideration price of the Equity Shares shall be received from the Allottees 3'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 Allottees 3 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

For ORIENT GREEN POWER COMPANY LIMITED



COMPANY SECRETARY

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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

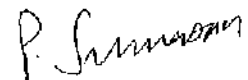
Variation in fund requirements and shortfall of Net Proceeds

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.

For ORIENT GREEN POWER COMPANY LIMITED



COMPANY SECRETARY

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

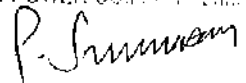
To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION

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 Rs.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.

For ORIENT GREEN POWER CO. LTD.



COMPANY SECRETARY

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."

DATE : 14.09.2015

CHAIRMAN OF THE MEETING

PLACE : CHENNAI

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