



ORIENT GREEN POWER COMPANY LIMITED

10th August, 2017

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

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

Dear Sirs,

Sub: Postal Ballot Notice and its Presentation

We enclose herewith Postal Ballot Notice and its Presentation towards divestment of 8 Biomass Subsidiaries and 1 power undertaking of the Company to its Promoter Company ie. M/s. SVL Limited and/or its subsidiaries/Associates.

We request you to take the same on record.

Thanking you.
Yours faithfully,

For Orient Green Power Company Limited

P. Srinivasan

P. Srinivasan
Company Secretary & Compliance Officer

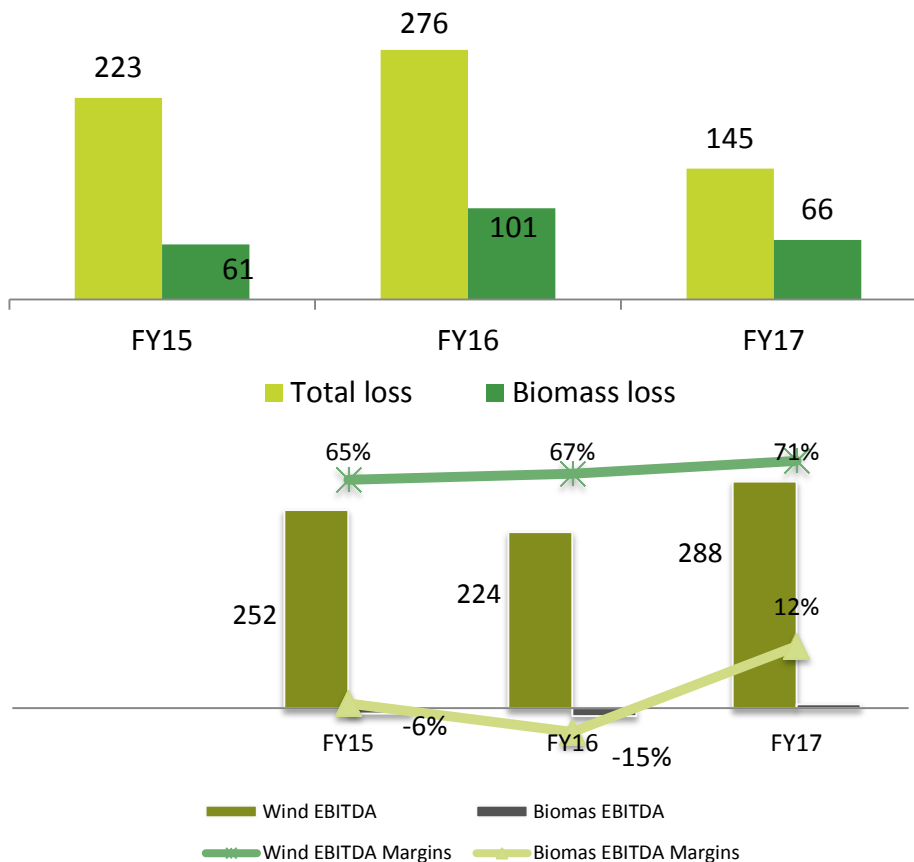


Rationale for Separation of Biomass business and Sale to SVL Limited

8/7/2017

SECTION 1: RATIONALE FOR SEPARATION OF BIOMASS BUSINESS

Rationale – Segregation of Biomass business



- Biomass business contributed to about 30 to 40% of the Co.'s losses over last 3 years

- Average EBITDA margin of wind business has been 68% as against negative 3% for biomass in the last 3 years

Biomass units functioning at sub-optimal utilisation levels resulting in –

- Lower profitability
- Lower return ratios
- Impacting cash flows and ability to service loans

Initial Proposal – Demerger of Biomass Business with listing

- Demerge Wind and Biomass business into two separate entities – both to be listed.
- For every 10 Shares of Orient Green Power Company Ltd a shareholder of OGPL will get 1 Share in the new entity.
- Filed application with High court for approving the scheme which is still pending.



CHALLENGES

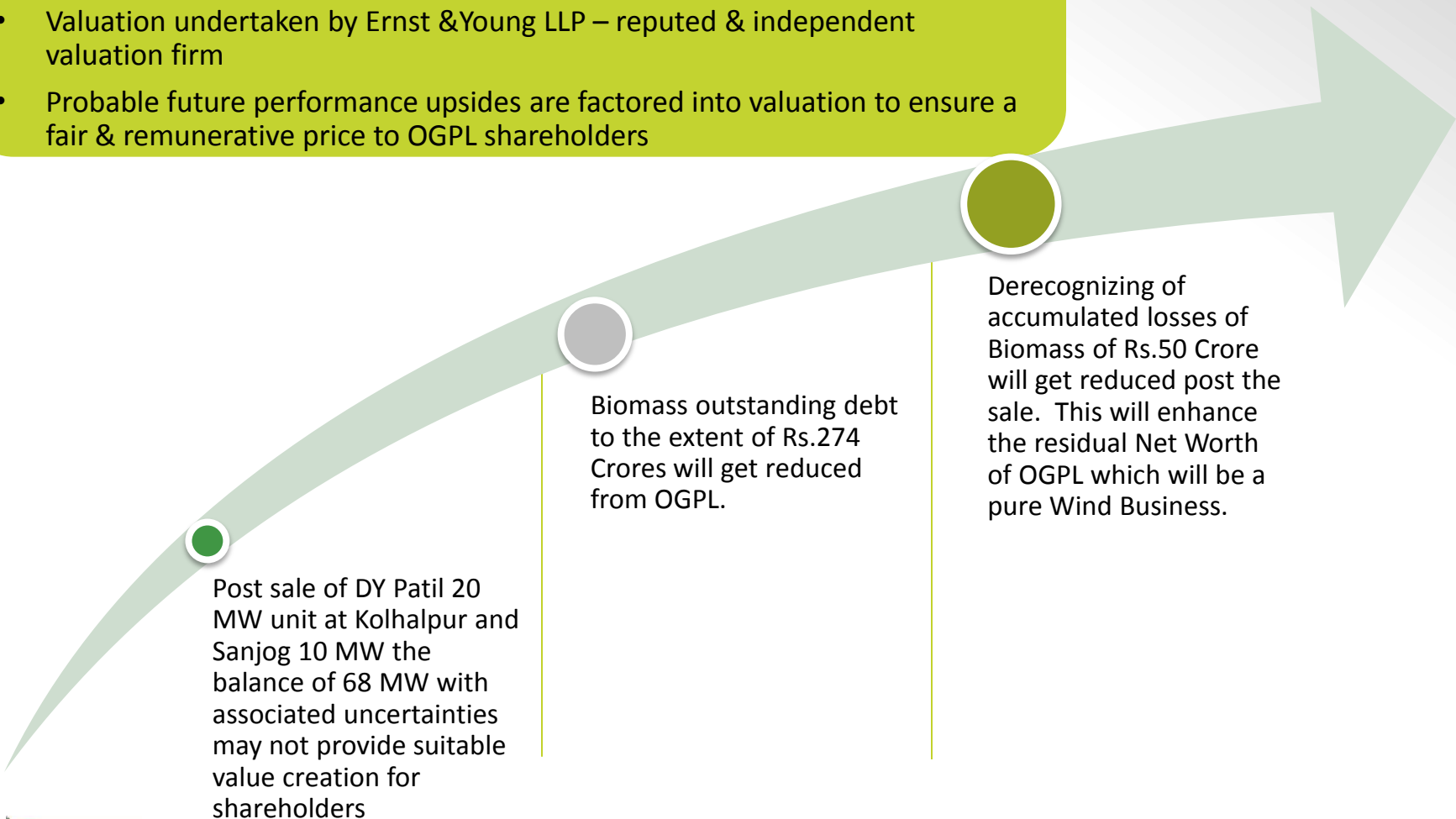
Due to change in the prevailing regulation, all pending petitions before the Hon'ble High Court would need to be withdrawn and filed afresh before the NCLT. This reboots the process and is likely to be time consuming.

Due to sale of units at Kolhapur and Sanjog which are currently in progress, the resulting biomass entity would have capacity of 68 MWs and would find it challenging to enhance shareholder values due to the following reasons:

- Sub-optimal utilisation resulting in below par EBITDA
- Focus on meeting interest payments and loan repayment obligations leaving negligible headroom and resources for growth

Revised Proposal – Sale of Biomass business to SVL Ltd

- Board approves a revised proposal involving sale of 68 MW of OGPL's Biomass Operations to its Promoter Company – SVL Ltd or its subsidiaries
- This will be comparatively faster process that can be achieved within 90 days
- Valuation undertaken by Ernst & Young LLP – reputed & independent valuation firm
- Probable future performance upsides are factored into valuation to ensure a fair & remunerative price to OGPL shareholders



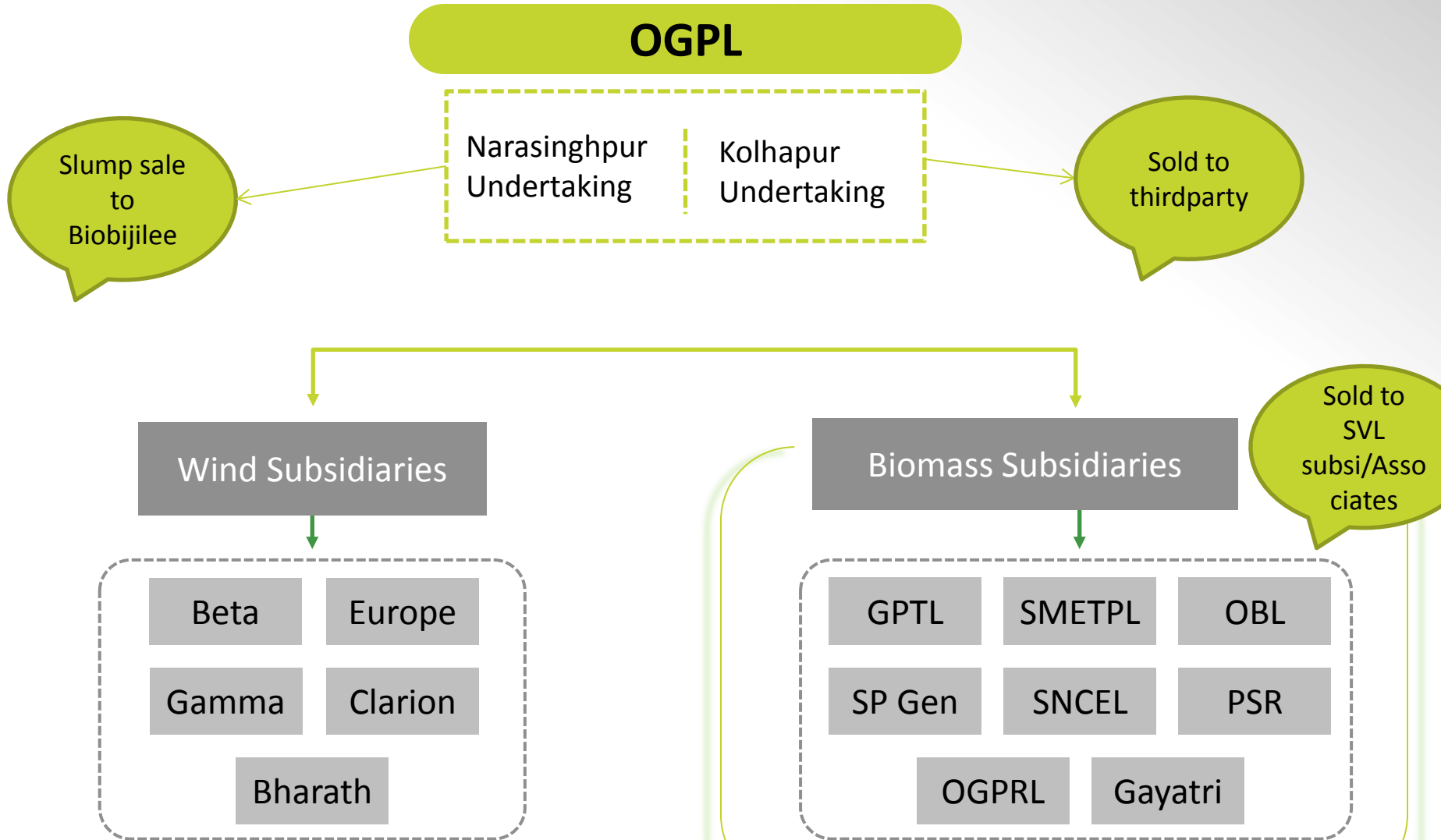
Post sale of DY Patil 20 MW unit at Kolhalpur and Sanjog 10 MW the balance of 68 MW with associated uncertainties may not provide suitable value creation for shareholders

Biomass outstanding debt to the extent of Rs.274 Crores will get reduced from OGPL.

Derecognizing of accumulated losses of Biomass of Rs.50 Crore will get reduced post the sale. This will enhance the residual Net Worth of OGPL which will be a pure Wind Business.

SECTION 2: PROPOSED STRUCTURE & IMPACT ON FINANCIALS

Existing Structure



OGPL Structure post Sale (operating units)

OGPL

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graph TD; OGPL[OGPL] --> Beta[Beta]; OGPL --> Clarion[Clarion]; OGPL --> Gamma[Gamma]; OGPL --> Bharath[Bharath]; OGPL --> Europe[Europe];
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Beta

Clarion

Gamma

Bharath

Europe

2016-17 Business wise Profit and Loss account

Amount in crs

	Biomass Business	Wind Business	Total
Revenue from operations (net)	42.20	406.17	448.37
Other income	6.42	6.61	13.03
Total	48.62	412.78	461.4
Cost of materials consumed	22.41	12.52	34.93
Employee benefits expense	7.19	15.68	22.87
Other expenses	13.87	96.68	110.55
EBITDA	5.15	287.89	293.05
Finance costs	28.92	238.46	267.38
Depreciation and amortization expense	21.34	147.28	168.62
Loss before tax before exceptional	-45.11	-97.84	-142.95

2016-17 Proforma Consol Balance Sheet scenario with sale of biomass business

Position of Assets and Liabilities of Wind as at 31st March 2017

	Wind Business	Balance sheet as at 31st March 2017
Property, Plant and Equipment	2054.58	2337.77
Goodwill on Consolidation	12.78	12.78
Investments		0.03
Loans and advances	81.30	15.07
Other non current assets	186.80	189.94
Inventories	3.02	15.26
Trade Receivables	107.16	116.67
Cash and Cash Equivalents	10.72	13.98
Others	128.03	136.50
Total	2584.39	2838.00
Shareholders fund	647.28	596.62
Non Controlling Interest	2.28	2.28
Borrowings	1823.06	2097.06
Other Non-current Liabilities	6.56	11.13
Trade Payables	51.09	73.00
Other Financial Liabilities	54.12	57.91
Total	2584.39	2838.00

Figs. In Cr

SECTION 3: WAY FORWARD

Wind Business is poised for accelerated value creation

Primed for Growth

- Significant improvement of Grid Availability in TN – frequency of grid back down has reduced substantially and consistent grid availability is expected to sustain henceforth – power evacuation has improved tremendously
- Incremental deployment of funds for value accretive Wind Business

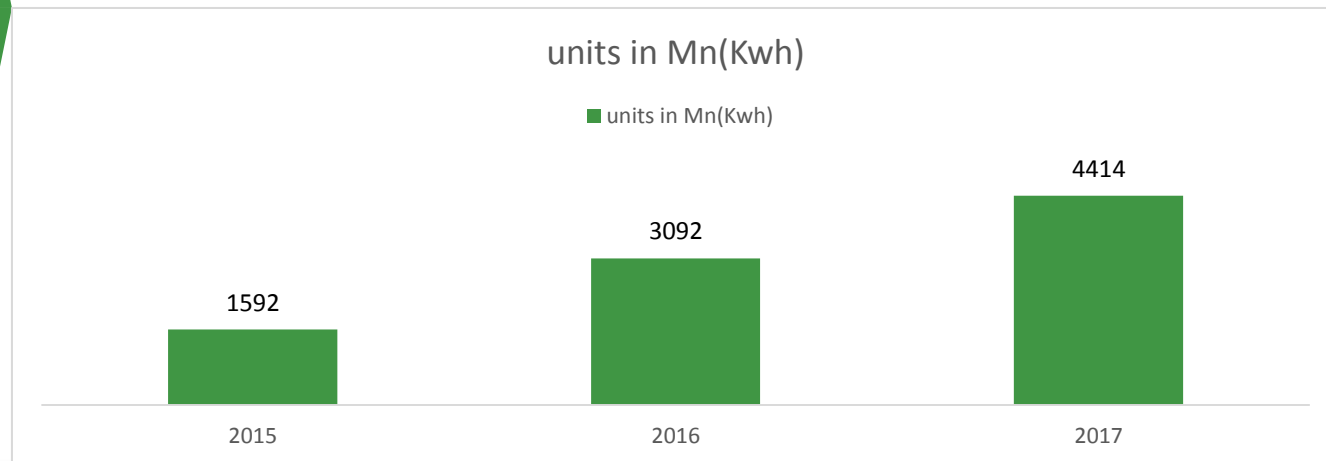
Improved Balance Sheet

- Biomass related debt amounting to Rs.274 crs (Aprox) will to move out of business
- Meaningful improvement in working capital and liquidity position
- Shifted sizeable proportion of debt in the wind business under 5/25 scheme – working on shifting remaining debt

Strategic tie up

- Contemplating merging of wind operations with leading Wind Energy power producers
- Tie up to provide scale, size and requisite bandwidth to the business

wind evacuation in TN over last 3 years.



THANK YOU



ORIENT GREEN POWER COMPANY LIMITED

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

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

To
The Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**"), including any statutory modifications or re-enactment thereof for the time being in force, that the resolutions appended below is proposed to be passed as special resolution by way of postal ballot /electronic voting.

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

Rule 22 of the Rules specify that any consent or otherwise received after thirty days from the date of dispatch of this notice shall be treated as if the reply from the member has not been received. The members are requested to carefully read the instructions given in the Notice and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the scrutinizer at the Registered Office of the Company on or before the close of working hours on September 6th, 2017. Ballots received after the close of working hours on September 6th, 2017 shall be treated as if the reply from the shareholders has not been received.

As required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility through Central Depository Services (India) Limited. Accordingly, instead of returning Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. Instructions on e-voting are enumerated as part of the Notice. Members opting for e-voting are requested to cast their vote before 5.00 PM on September 6th, 2017 as CDSL will disable e-voting on the resolutions thereafter.

The Board of Directors has appointed Ms. B. Chandra, Practicing Company Secretary, Chennai, to act as the scrutinizer for conducting the postal ballot process, in a fair and transparent manner.

The scrutinizer will submit the report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on September 7th, 2017 at the Registered Office of the Company and be published on the Company's website thereafter.

SPECIAL BUSINESS:

1. To obtain approval for Disinvestment in Subsidiaries

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

"RESOLVED THAT, pursuant to Section 180 (1) (a), Section 188 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 23 of Listing Obligations and Disclosure Requirements (Regulations) 2015, and subject to all other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and further subject to the necessary approvals, consents, permissions and sanctions required from the Company's lenders, and/or other institutions or bodies, statutory authorities, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded for divestment by way of sale, transfer or disposal of entire equity holding in the following 8 (eight) subsidiaries of the Company to M/s. SVL Limited (Promoters of the Company) and/or its subsidiaries/Associates, ('Purchaser') for a total consideration of Rs. 49.00 Crores (Rupees Forty Nine Crores only) [being the Fair Value based on the report provided by M/s. Ernst & Young LLP an Independent Valuer] on such terms and conditions as agreed between the parties and with power to agree to and accept modifications, if any, as may be required by any of the concerned authorities/lenders or otherwise, as the Board of the Company may deem fit and appropriate in the interest of the Company.

1. Orient Green Power Company (Rajasthan) Private Limited
2. SM Environmental Technologies Private Limited
3. Shriram Powergen Private Limited
4. Gayatri Green Power Private Limited
5. Orient Bio power Private Limited
6. PSR Green Power Projects Private Limited
7. Global Powertech Equipments Private Limited
8. Shriram Non-Conventional Energy Private Limited

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution, the Board of Directors of the Company or a duly authorized Committee thereof, be and is hereby authorized to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the sale of shares to the Purchaser and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

2. To obtain approval for transfer of its power undertaking on Slump Sale Basis

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

RESOLVED THAT, pursuant to Section 180 (1) (a), 188 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 23 of Listing Obligations and Disclosure Requirements (Regulations) 2015, and subject to all other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and further subject to the necessary approvals, consents, permissions and sanctions required from the Company's lenders, and/or other institutions or bodies, statutory authorities, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded for transfer of its power undertaking of the Company situated at Chiraya & Sookri Village, Gadawara Taluk, Narasingpur District – 487 555 Madhya Pradesh on a slump sale basis to its wholly owned subsidiary M/s. Biobjilee Green Power Limited for a total Consideration of Rs. 33.00 Crores (Rupees Thirty Three Crores) [being the Fair Value based on the report provided by M/s. Ernst & Young LLP an Independent Valuer] effective from such date, on such terms and conditions agreed between the parties and with power to agree to and accept modifications, if any, as may be required by any of the concerned authorities/lenders or otherwise, as the Board of the Company may deem fit and appropriate in the interest of the Company.

RESOLVED FURTHER THAT Subsequent to slump sale of power undertaking of the company situated at Chiraya & Sookri Village, Madhya Pradesh, consent of the Members of the Company be and is hereby accorded to sell 100% equity stake in M/s. Biobjilee Green Power Limited, at a price of Rs. 10/- per share to M/s. SVL Ltd and/or its subsidiaries/ Associates, the promoter of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors of the Company or a duly authorized Committee thereof, be and is hereby authorized to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the sale of shares to the Purchaser and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.

By order of the Board of Directors

June 30, 2017
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. The Board has appointed Ms. B. Chandra, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the postal ballot and e-voting process in accordance with the law and in a fair and transparent manner.
3. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 05.00 P.M. on or before September 6th, 2017. Any postal ballot form received after this date shall be treated as if the reply from the shareholders has not been received.
4. The shareholders are required to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the postal ballot form may apply to the Company and obtain a duplicate thereof.

5. The special resolutions mentioned above shall be declared as passed if the number of votes cast in favour of the resolution is three times than the votes, if any, against the said resolutions.
6. The Scrutinizer will submit the report to either 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 September 7th, 2017 at the registered office of the Company at Sigappi Achi Building, 4thFloor, 18/3 Rukmini Lakshmpathi Road, Egmore, Chennai-600008. The date of declaration of the postal ballot result will be taken to be the date of passing of the Special Resolutions.
7. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.orientgreenpower.com/> and on the CDSL website <https://www.evotingindia.co.in> / within forty eight hours of the conclusion of the Postal Ballot Process on September 7th, 2017 and communicated to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
9. Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e- Voting, then do not vote by Physical Ballot also and vice versa.

11. Notes for E-voting:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI LODR Regulations, the Company is pleased to offer E-Voting facility through E-voting services provided by Central Depository Services Limited (CDSL), for its Members to enable them to cast their votes electronically.
- b. Members who have acquired shares after the dispatch of this Notice and before the cut-off date (July 28th, 2017) may approach the Company / CDSL for issuance of the User ID and Password exercising their right to vote by electronic means.
- c. Voting rights of each member shall be reckoned as on the cut-off date which is July 28th, 2017 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

The instructions for shareholders voting electronically are as under:

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

- (i) The voting period begins on Tuesday , August 8th, 2017 (9.00 a.m. IST) and ends on Wednesday, September 6th, 2017 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, July 28th, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

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

B: VOTING THROUGH POSTAL BALLOT

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

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

- (i) The Company is providing the facility of ballot form in terms of Rule 22 of the Companies (Management & Administration) Rules, 2014, to those shareholders, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice. The Ballot form along with the postage prepaid envelope and the instructions is enclosed along with the Postal Ballot Notice. The last date for receiving the ballot form will be September 6th, 2017 (5.00 p.m.). Ballot forms received after this date shall not be considered.
- (ii) In case of any difficulty in voting, the Equity Shareholder may contact Mr. P. Srinivasan, Company Secretary at phone no.044-49015678 or email at p.srinivasan@orientgreenpower.com or helpdesk.evoting@cdslindia.com.

By order of the Board of Directors

**June 30, 2017
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 30.06.2017 and shall be taken as forming part of the notice.

As required under Section 102 and other applicable provisions of the Companies Act, 2013 to the extent applicable, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider and approve the resolutions mentioned above:

Item No. 1**Disinvestment of its Eight Subsidiaries on a slump sale basis:**

OGPL had made an application in May 2016 to the Madras High Court for demerger of the biomass business into a separate listed entity. As a part of the scheme, the biomass undertaking of the Company was to get demerged to Biobijlee Green Power Limited, a subsidiary of the company, effective 1 October 2015.

As per Ministry of Corporate Affairs Notification dated 7th November 2016, pursuant to Companies (Transfer of Pending Proceedings) Rule 2016, all proceedings under the Act, including proceedings relating to arbitration, compromise, arrangements and reconstruction, other than proceedings relating to winding up on the date of coming into force of these rules shall stand transferred to the National Company Law Tribunal (NCLT) exercising respective territorial jurisdiction from High Court. The move of merger petition being moved from High Court to NCLT and coupled with delay in getting No Objection Certificate (NOC) from one of our secured lender, has resulted in taking the decision by the Board not to pursue this demerger proposal.

In view of the accumulated losses and the reduced size of the Biomass operations, post the agreed sale of two units, it was felt that demerger of biomass operations into a listed entity with limited growth potential would not create optimum value for shareholders. The Board believes that the consideration of the sale of investments as proposed, generate significant shareholder value and presents an attractive monetization opportunity to the Company. Thus, sale of the biomass operations is the most efficient method to unlock value for shareholders.

The Board at its Meeting held on 30th June 2017 has approved the transfer of 8 Biomass Subsidiaries to M/s. SVL Limited and/or its subsidiaries/Associates for a consideration of Rs.49 Crores (Rupees Forty Nine Crores) being the Fair Value based on the report provided by M/s.Ernst & Young LLP an Independent Valuer. Along with the transfer of the subsidiaries (including the Narasingpur Power Undertaking), debt of Rs. 193 Crores (Approx) will also be transferred having an enterprise value of Rs. 272 Crores. As a result of this decision, the Company is withdrawing the application from the High Court.

Further, the sale of the biomass operations will result in positive net worth in the consolidated balance sheet. The sale of biomass operations will reduce company's outstanding debt by about Rs. 274 crores (Approx), and enhance the value of the company's shareholders. The reduced interest outgo will improve operating performance while enhancing positive cash flows into the wind operations.

The financial highlights of 9 (Nine) Biomass units for the past three financial years are as follows:

Particulars	Rs. in lakhs		
	2016-17	2015-16	2014-15
Revenue from Operations	4220.28	6417.70	10504.90
Other Income	646.04	161.88	122.34
EBITDA	379.32	(992.60)	381.71
PBT	(440.61)	(13360.01)	(4879.94)

In terms of Section 180(1) (a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company without the consent of the members by way of a special resolution at the general meeting of the company. In terms of explanation to Section 180(1) (a), the term 'undertaking' means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year.

Further, the expression 'substantially the whole of the undertaking' in any financial year shall mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Since 8 subsidiaries (as detailed above) investment value exceeds 20% of the net worth of the Company as per the audited balance sheet of the preceding financial year, the Company would require an approval of the Members of the Company through a Special Resolution, for disinvesting their shares in its 8 subsidiaries in terms of Section 180(1) (a) of the Companies Act, 2013.

As per the provision of Section 188 of the Companies Act 2013, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), no such contract or arrangement with a related party can be entered without obtaining the prior approval of the shareholders.

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements (Regulations) 2015, transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last Audited Financial Statements of the listed entity.

Under Section 180(1) (a), 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements (Regulations) 2015, the Company is seeking the approval of the Shareholders for disinvestment/transfer its entire equity holding in the said 8 subsidiaries to M/s. SVL Limited and/or its subsidiaries/Associates.

SVL, one of the promoter 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.

Further, Regulation 23 of Listing Obligations and Disclosure Requirements (Regulations) 2015, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders.

Accordingly, all related parties of the Company, including, among others, Shri. T Shivaraman Director of the Company, will not vote on this resolution

The copy of the Valuation Report provided by M/s. Ernst & Young LLP an Independent Valuer is available for inspection during the business hours on working days at the Registered Office upto September, 06 2017

Pursuant to Clause 3 (ii) (a) (iii) of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the following particulars of the transactions with related party are given below:

Sr. No	Name of the Related Party	Name of the Director/ KMP who is related	Nature of Transactions	Relationship	Transaction Value
1	SVL Limited and/ or its Subsidiaries/ Associates	T Shivaraman being, the Managing Director of SVL Limited and Director of the Company.	<p>Disinvestment of Shares from OGPL to SVL Limited and/or its subsidiaries/Associates</p> <p>1. Orient Green Power Company (Rajasthan) Private Limited</p> <p>2. SM Environmental Technologies Private Limited</p> <p>3. Shriram Powergen Limited</p> <p>4. Gayatri Green Power Private Limited</p> <p>5. Orient Biopower Limited</p> <p>6. PSR Green Power Projects Private Limited</p> <p>7. Global Powertech Equipments Private Limited</p> <p>8. Shriram Non-Conventional Energy Private Limited</p>	Promoter	Transfer of investments at a Consideration of Rs.49 Crores

Apart from the above, 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 said resolutions set out in Item No. 1 above.

The Board of Directors recommends passing of the resolution as set out in this notice as a Special Resolution.

Item No. 2

To obtain approval for transfer of its power undertaking on Slump Sale Basis

In view of the accumulated losses and the reduced size of the operations, it was felt that demerger of biomass operations into a listed entity with limited growth potential would not create optimum value for shareholders. The Board believes that the consideration of transfer of its power undertaking of the Company situated at Chiraya & Sookri Village, Gadawara Taluk, Narasingpur District – 487 555 Madhya Pradesh on a slump sale basis is the most efficient method to unlock value for shareholders.

The Board at its Meeting held on 30th June 2017 has approved transfer of its power undertaking of the Company situated at Chiraya & Sookri Village, Gadawara Taluk, Narasingpur District – 487 555 Madhya Pradesh to its wholly owned subsidiary M/s. Biobijlee Green Power Limited at a consideration of Rs. 33.00 Crores (Rupees Thirty Three Crores) as detailed in the aforesaid resolutions.

In addition to that, the Board has also approved the transfer of its entire equity share holding held in its Wholly Owned Subsidiary - Biobijlee Green Power Limited, subsequently to its Promoter Company at a price of Rs. 10 per share to M/s. SVL Ltd and/or its subsidiaries/Associates.

Though the business to be transferred would not come under Section 180 (1) (a) & 188 of the Companies Act, 2013, and Regulation 23 of the LODR, approval of the members of the Company is sought as it involves transactions with Related Party and also as a part of good Corporate Governance.

Accordingly, all related parties of the Company, including, among others, Shri. T Shivaraman Director of the Company, will not vote on this resolution.

The copy of the Valuation Report provided by M/s. Ernst & Young LLP an Independent Valuer is available for inspection during the business hours on working days at the Registered Office upto September 06, 2017.

Apart from the above, 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 said resolutions set out in Item No. 2 above.

The Board of Directors recommends passing of the resolution as set out in this notice as a Special Resolution.

By order of the Board of Directors

June 30, 2017
Chennai

P. Srinivasan
Company Secretary

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. The members residing outside India should stamp the envelope appropriately. The envelope containing Postal Ballot Form, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot Form may also be deposited personally at the address provided on the attached envelope.
2. The self-addressed postage pre-paid envelope is addressed to the Scrutinizer at the Registered Office of the Company.
3. The voting period commences on Tuesday, August 8, 2017 and ends on Wednesday, September 6, 2017. The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should be sent to the Scrutinizer appointed by the Company at the registered office of the Company on or before the close of the working hours i.e. by the September 6, 2017.
4. Postal Ballot(s) received after this date will be treated as if the reply from the member has not been received and the same will not be considered.
5. In case shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named member.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter together with attested specimen signature(s) of the authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
7. The voting rights shall be reckoned on the paid up value of Equity Shares registered in the name of Shareholders as on July 28, 2017.
8. Members are requested not to send any paper (other than the resolution/authority letter/copy of nomination/power of attorney as mentioned in instruction No. 6 above) along with the Postal Ballot Form in the enclosed business reply self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
9. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Postal Ballot Form bearing tick (✓) mark in both the columns will render the same invalid.
10. A member, including the member who has opted to receive the documents electronically may seek duplicate Postal Ballot Form from the corporate office of the Company. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at instruction No.3.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
13. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
14. A member can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through physical Ballot shall prevail and voting done by e- voting will be treated as invalid.