



**ORIENT GREEN POWER COMPANY LIMITED**  
**NOTICE OF EIGHTH ANNUAL GENERAL MEETING**

**Notice** is hereby given that the Eighth Annual General Meeting of the Company will be held on Friday, 14 August 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:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2015, Statement of Profit and Loss for the year ended 31st March, 2015 and the Cash Flow Statement of the Company for the year ended 31st March, 2015 together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Himraj Dang who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Vishal Vijay Gupta who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

4. To appoint Auditors to hold office from the conclusion of this Eighth Annual General Meeting till the conclusion of Tenth Annual General Meeting and fix their remuneration by passing the following Resolution with or without modification(s) as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions if any of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Deloitte Haskins & Sells, (Registration No. 008072S) Chartered Accountants, Chennai be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Eighth Annual General Meeting till the conclusion of Tenth Annual General Meeting of the Company to be held in the Calendar year 2017 (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting on a remuneration as may be determined by the Board)".

**SPECIAL BUSINESS**

5. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. N. Rangachary (DIN 00054437), who has submitted a declaration that he meets the criteria of Independence under Section 149 of the Companies Act, 2013 and who qualifies for being appointed as an

Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to August 13, 2020."

**6. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. R. Sundara Rajan (DIN 00498404), who has

submitted a declaration that he meets the criteria of Independence under Section 149 of the Companies Act, 2013 and who qualifies for being appointed as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to August 13, 2020".

**7. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement,

as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. S. Venkat Ram (DIN 02929795), who has submitted a declaration that he meets the criteria of Independence under Section 149 of the Companies Act, 2013 and who qualifies for being appointed as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to August 13, 2020".

**8. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules,

2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, as amended from time to time, the consent of the members of the Company be and is hereby accorded to Ms. Savita Mahajan (DIN 06492679), who has submitted a declaration that she meets the criteria of

Independence under Section 149 of the Companies Act, 2013 and who qualifies for being appointed as an Independent Director of the Company and who was appointed as an Additional Director of the company with effect from November 13, 2014 under Section 161 of the Companies Act, 2013 be and is hereby appointed as Independent

Director of the Company not liable to retire by rotation for a period of 5 years upto November 12, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director".

**Date: May 27, 2015**  
**Place: Chennai**

**By order of the Board of Directors**

**P. Srinivasan**  
**Company Secretary**

**NOTES**

- 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.
- 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.
- The register of members and share transfer books of the Company will remain closed from Monday, 10 August 2015 to Friday, 14 August 2015 (both days inclusive).
- 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.
- 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 Annual General Meeting.

6. 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 Annual General Meeting.

7. 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.

8. 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.

9. 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.

10. As an economic measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of Annual Report to the meeting.

11. 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.

(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](http://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)  • 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.  • 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).

**In case of members receiving e-mail:**

(i) The voting period begins on Monday, 10 August, 2015 at 10.00 a.m. and ends on Thursday, 13 August, 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 06 August, 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](http://www.evotingindia.com)

(iii) Click on "Shareholders" tab.

(iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(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](http://www.evotingindia.co.in) under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) The Board has appointed Dr. B. Ravi, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the e-voting process for the Eighth Annual 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 Annual 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](http://www.orientgreenpower.com) and on the website of CDSL within two days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.

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**Date: May 27, 2015**

**Place: Chennai**

**By order of the Board of Directors**

**P. Srinivasan  
Company Secretary**

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

### ITEM NO. 5

Mr. N. Rangachary is a Non-Executive & Independent Director of the Company. He is in the Board of the Company since March 27, 2010.

In terms of Section 149 and any other applicable provisions, if any, of the Companies Act, 2013, Mr. N. Rangachary is proposed to be appointed as an Independent Director of the Company for a term of five years. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹100,000/- proposing the candidature of Mr. N. Rangachary as an Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. N. Rangachary as an

Independent Director of the Company up to August 13, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. N. Rangachary, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. N. Rangachary, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. N. Rangachary as an Independent Director.

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, except Mr. N. Rangachary, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

#### Profile of Mr. N. Rangachary

Mr. N. Rangachary, 76 years, is a fellow member of the Institute of Chartered Accountants of India, Institute of Cost and Works Accountants of India and Institute of Company Secretaries of India. He

Mr. N. Rangachary does not hold any equity share of the Company and he is not related to any Director or Employee of the Company.

holds National Diploma in Commerce from All India Institute of Technical Education, New Delhi. He has about 40 years of experience in the field of insurance and financial services. He joined the Indian Revenue Services in 1960 and was appointed as the Chairman of Central Board of Direct Taxes in June 1995. He retired from this position in July 1996 and was appointed as the Chairman of the Insurance Regulatory and Development Authority ("IRDA") in August 1996. On IRDA becoming an autonomous body in April 2000, he was made as its first Chairman and subsequently retired in June 2003. He was awarded "International Insurance Man of the Year" in 1999. He has also served as the adviser to the Finance Department of the Government of Andhra Pradesh between November 2003 and November 2008. He is also an honorary member of the Indian Institute of Actuary.

Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. Roots Multiclean Limited</li> <li>2. Srinidhi Investment Advisors Pvt Limited</li> <li>3. Take Solutions Limited</li> <li>4. Central Depository Services (India) Limited</li> <li>5. MTAR Technologies Pvt Ltd</li> <li>6. Equitas Micro Finance Pvt Ltd</li> <li>7. CDSL Ventures Limited</li> <li>8. Central Insurance Repository Limited</li> <li>9. Sakthi Auto Component Limited</li> <li>10. Pegasus Assets Reconstruction Private Limited</li> <li>11. Salzer Electronics Limited</li> <li>12. Swamy &amp; Swamy Business Services Private Limited</li> </ol>
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#### ITEM NO. 6

Mr. R. Sundara Rajan is a Non-Executive & Independent Director of the Company. He is in the Board of the Company since January 28, 2010.

In terms of Section 149 and any other applicable provisions, if any, of the Companies Act, 2013, Mr. R. Sundara Rajan is proposed to be appointed as an Independent Director of the Company for a term of five years. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹100,000/- proposing the candidature of Mr. R. Sundara Rajan as an Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. R. Sundara Rajan as an Independent Director of the Company up to August 13, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. R. Sundara Rajan, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. R. Sundara Rajan, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's

Registered Office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. R. Sundara Rajan as an Independent Director.

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, except Mr. R. Sundara Rajan, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

#### Profile of Mr. R. Sundara Rajan

Mr. R. Sundara Rajan, 66 years, is a mechanical engineering from Jadavpur University, Kolkata and holds a Master's degree in Business Administration from Indian Institute of Management, Ahmedabad. He has about 30 years of experience in the pharmaceutical industry out of which 15 years as CEO. He is also Chartered Engineer and Associate of the Insurance Institute of India. He has occupied senior management positions in the Industry in the areas of marketing and general management. As a Consultant, he was instrumental in setting up a few pharmaceutical projects. He is currently on the Corporate Advisory Board of Matrix Laboratories Limited.

Mr. R. Sundara Rajan holds 64846 equity shares of the Company and he is not related to any Director or Employee of the Company.

Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. NAMO Technology Ventures India Private Limited</li> <li>2. Visionary RCM Infotech India Private Limited</li> <li>3. Take Solutions Limited</li> <li>4. Manipal Acunova Limited</li> <li>5. Shriram EPC Limited</li> <li>6. Rambal Limited</li> <li>7. Shriram Asset Management Company Limited</li> <li>8. Shriram Credit Company Limited Shasun Pharmaceuticals Limited</li> <li>9. Shasun Pharma Solutions Limited (UK)</li> <li>10. Medispan Limited</li> </ol>
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**ITEM NO. 7**

Mr. S. Venkat Ram is a Non-Executive & Independent Director of the Company. He is in the Board of the Company since February 20, 2010.

In terms of Section 149 and any other applicable provisions, if any, of the Companies Act, 2013, Mr. S. Venkat Ram is proposed to be appointed as an Independent Director of the Company for a term of five years. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹100,000/- proposing the candidature of Mr. S. Venkat Ram as an Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. S. Venkat Ram as an Independent Director of the Company up to August 13, 2020 pursuant to Section 149 and other

applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. S. Venkat Ram, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. S. Venkat Ram, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. S. Venkat Ram as an Independent Director.

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, except Mr. S. Venkat Ram, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 7 for the approval of the members.

**Profile of Mr. S. Venkat Ram**

Mr. S. Venkat Ram, 67 years, holds a bachelor's degree in commerce from University of Madras, Fellow member of the Institute of Chartered Accountants of India and a Master's degree in Business Administration from Indian Institute of Management, Ahmedabad. He has about 36 years of experience in business management, financial management, risk management and project management. Prior to joining our Company he was associated as an executive with IBM, Bank of America, First Chicago in Singapore, Hong Kong and Japan, Deutsche Bank, Japan and Master Card Worldwide in Singapore and New York.

Mr. S. Venkat Ram does not hold any equity shares of the Company and he is not related to any Director or Employee of the Company.

Directorship held in other Companies	NIL
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**ITEM NO. 8**

Ms. Savita Mahajan is a Non-Executive & Independent Director of the Company. She was appointed as an Additional Director of the Company with effect from 13th November 2014.

In terms of Section 149 and any other applicable provisions, if any, of the Companies Act, 2013,

Ms. Savita Mahajan is proposed to be appointed as an Independent Director of the Company for a term of five years. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹100,000/- proposing the candidature of Ms. Savita Mahajan as an Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Ms. Savita Mahajan as an Independent Director of the Company up to November 12, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

She is not liable to retire by rotation.

In the opinion of the Board of Directors, Ms. Savita Mahajan, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Ms. Savita Mahajan, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the AGM.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Savita Mahajan as an Independent Director.

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,

except Ms. Savita Mahajan, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 8 for the approval of the members.

**Profile of Ms. Savita Mahajan**

Ms. Savita Mahajan, 56 years, is Deputy Dean at the Indian School of Business, India. She has been associated with the ISB since its inception in 2001. She holds a degree in Economics from Delhi University and did her MBA from the Indian Institute of Management, Ahmedabad, in 1981. Since then, she has worked in several Indian organizations, including Maruti Udyog Limited, Bharat Technologies, Karvy Consultants, and Intergraph India, in diverse industry sectors, including automobiles, engineering, financial services and

software. She is widely travelled and her professional interests include Strategic Management, Institutional Values, Leadership and Organizational Change. She has also carried out consulting and training assignments for corporations and development organizations, including GE Capital, the Planning Commission, the World Bank, and the Tibetan Government in exile of His Holiness, the Dalai Lama. Ms. Savita Mahajan was featured in Business Today's 2013 list of "30 Most Powerful Women in Indian Business".

Ms. Savita Mahajan does not hold any equity shares of the Company and she is not related to any Director or Employee of the Company.

Directorship held in other Companies	IFCI Limited
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**Date: May 27, 2015**  
**Place: Chennai**

**By order of the Board of Directors**

**P. Srinivasan**  
**Company Secretary**

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

**FORM NO. MGT-11**

**PROXY FORM**

Corporate Identity Number	L40108TN2006PLC061665
Name of the company	Orient Green Power Company Limited
Registered office	4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmi pathi Road, Egmore, Chennai-600008, 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:	Name:	Name:
Address:	Address:	Address:
E-mail Id:	E-mail Id:	E-mail Id:
Signature: or failing him	Signature: or failing him	Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EIGHTH ANNUAL GENERAL MEETING of the Company to be held on Friday, 14th August, 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 :
<b>Ordinary Business:</b>	
1	To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2015, Statement of Profit and Loss for the year ended 31st March, 2015 and the Cash Flow Statement of the Company for the year ended 31st March, 2015 together with the Directors' Report and the Auditors' Report thereon.
2	To appoint a Director in place of Mr. Himraj Dang who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3	To appoint a Director in place of Mr. Vishal Vijay Gupta who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4	To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Tenth Annual General Meeting.
<b>Special Business:</b>	
	<b>Ordinary Resolution:</b>
5	Appointment of Mr. N. Rangachary as an Independent Director.
6	Appointment of Mr. R. Sundara Rajan as an Independent Director.
7	Appointment of Mr. S. Venkat Ram as an Independent Director.
8	Appointment of Ms. Savita Mahajan as an Independent Director.

Signed this ..... day of \_\_\_\_\_ 2015

Signature of shareholder:

Signature of Proxy holder(s) :

<p>Affix Re.1 Revenue Stamp</p>
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**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.