



ORIENT GREEN POWER COMPANY LIMITED
NOTICE OF SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Seventh Annual General Meeting of the Company will be held on Tuesday, 12th August 2014 at 3.00 P.M. at Mini 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 Audited Balance Sheet as at 31st March 2014, Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended 31st March 2014 together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. P. Krishnakumar who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. S. Srinivasan who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

4. 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 Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder, 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 Seventh Annual General Meeting till the conclusion of Tenth Annual General Meeting (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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. M. Kannan, Cost Accountant, (Membership Number FCA 022827) appointed as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March 2015, be paid remuneration of ₹ 50,000 (Rupees Fifty Thousand only) excluding out of pocket expenses, if any".

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, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment

thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Maj Gen. A.L. Suri (Retd.) (DIN 00009532), Director of the Company, for whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto March 31, 2019".

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, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. R. Ganapathi (DIN 00210430), Director of the Company, for whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an

Independent Director of the Company to hold office for a term of five consecutive years upto March 31, 2019".

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder, the Authorized Share Capital of the Company be and is hereby authorized to be increased from ₹600,00,00,000/- (Rupees Six Hundred Crores only) divided into 60,00,00,000 equity shares of ₹10/- to ₹800,00,00,000/- (Rupees Eight Hundred Crores only) divided into 80,00,00,000 equity shares of ₹10/- each ranking pari passu in all respect with the existing Equity Shares and that the existing Clause V of the Memorandum of Association of the Company be substituted by the following clause:

Clause V

The Authorized Share Capital of the Company is ₹800,00,00,000/- (Rupees

Eight Hundred Crores only) divided into 80,00,00,000 equity shares of ₹10/- each".

9. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder the consent of the Members be and is hereby accorded for substituting Article 3 of the Articles of Association of the Company with the following:

Article 3

The Authorized Share Capital of the Company is ₹800,00,00,000/- (Rupees Eight Hundred Crores only) divided into 80,00,00,000 equity shares of ₹10/- each".

10. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

"RESOLVED THAT pursuant to Sections 42 and 62 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies

(Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into with the Stock Exchanges and subject to the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements), Regulations 2009, the provisions of the Foreign Exchange Management Act, 1999 and the applicable rules and regulations passed thereunder, all applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter referred to as 'appropriate authorities') and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission, and/ or sanction (hereinafter referred to as the 'requisite approvals') which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which expression shall include any committee thereof for the time being to which all or any of the powers conferred on the Board by this Resolution may have been delegated), the Board be and is hereby authorized to offer, issue and allot equity shares/ fully convertible debentures /

partly convertible debentures/ non-convertible debentures / non-convertible debentures with warrants or any other securities, which are convertible into or exchangeable with equity shares of the Company, on such date as may be determined by the Board but not later than the period prescribed under applicable law (collectively the 'Securities') to Qualified Institutional Buyers as per the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter the "SEBI ICDR Regulations"), on the basis of placement document(s), for an aggregate amount upto ₹400 Crores (Rupees Four Hundred Crores Only), at such time or times in one or more tranches, at such price and terms and conditions that the Board may determine, in accordance with the pricing formula of the aforementioned SEBI (ICDR) Regulations, provided however that, the Board be and is hereby authorized to, at its absolute discretion, offer a discount of not more than 5% to the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. Provided further that, the issue of the Securities as above shall not result in the increase of the issued and subscribed capital of the Company by more than 25% of the then issued and subscribed equity shares of the Company.

RESOLVED FURTHER THAT the Relevant Date for the determination of the applicable price for the issue of the Securities shall be the date on which the Board of the Company decide to open the proposed issue, or the date on which the holder of the securities which are convertible or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be ("Relevant Date").

RESOLVED FURTHER THAT the Board be and is hereby authorized to dispose of such of these Securities not subscribed, to such persons, whether by private placement or otherwise and in such manner and on such terms as the Board in its absolute discretion thinks fit in accordance with the provisions of applicable law.

RESOLVED FURTHER THAT the issue to the holders of any Securities with underlying Equity Shares shall be, inter alia, subject to the following terms and conditions:

- a. in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the Equity Share capital increases

as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;

b. in the event of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; and

c. in the event of merger, amalgamation, takeover or any other re-organization (including any consolidation, division or stock splits), re-classification or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws (including without limitation the SEBI ICDR Regulations) and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as

may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines and to make all requisite filings and submissions to appropriate authorities with respect to the proposed issuance of the Securities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, redemption period, listings on one or more stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with the applicable provisions of the Companies

Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit 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 issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such shares being pari passu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of the Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable for such purpose, including without

limitation to engage/ appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more Stock Exchange(s) in India and also to authorize Board / any Committee thereof to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may

deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares including but not limited to:

- a. Approving the offer document and filing the same with any other authority or persons as may be required;
- b. Approving the specific nature and size of Security (in Indian rupees or such other foreign currency) to be offered, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
- c. To affix the Common Seal of the Company on any agreement(s) / document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and any one of the above Authorised Persons, who shall sign the same in token thereof;
- d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in

connection with the issue of Equity Shares by the Company;

- e. Opening such bank accounts and demat accounts as may be required for the transaction;
- f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
- g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- h. Making applications for listing of the Equity Shares on one or more Stock Exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned Stock Exchange(s); and
- i. To authorize or delegate all or any of the powers herein above conferred to any one or more persons, if need be."

Date: July 09, 2014
Place: Chennai

By order of the Board of Directors

P. Srinivasan
Company Secretary

NOTES

1. The relative explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set out in the notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. 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. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate no more than ten percent of the total share capital of the Company
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 08, 2014 to Tuesday, August 12, 2014 (both days inclusive).
4. 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.
5. 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 AGM.
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 AGM.
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, PannalSilkMill 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 documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company on all working

days between 10.00 A.M. to 2.00 P.M. upto the date of Annual General Meeting.

10. 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.
11. 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.

12. 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 at the 07th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Select the Electronic Voting Sequence Number - along with "ORIENT GREEN POWER COMPANY LIMITED" from the drop down menu and click on "SUBMIT"
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 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	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said Demat account or folio.</p> <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 number of shares held by you as on the cut off date in the Dividend Bank Details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (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" on which you choose to vote.
- (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 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from Sl. No. (i) to (xvii) above to cast vote.
- (B) The voting period begins on 05th August 2014 (09.30 A.M.) and ends on 07th August 2014 (05.30 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 July 04, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk. evoting@cdslindia.com.
13. The Board has appointed Mrs. B. Chandra, Practising Company Secretary, Chennai, as

the Scrutinizer for conducting the e-voting process for the Seventh 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.

14. 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 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 Bombay Stock Exchange Limited.

Date: July 09, 2014

Place: Chennai

By order of the Board of Directors

**P. Srinivasan
Company Secretary**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit & Auditors) Rules, 2014 the Board has re-appointed Mr. M. Kannan, Cost Accountant, as the Cost Auditor for the Financial year 2014-15 on the recommendations of the Audit Committee. The remuneration recommended by the Audit Committee as approved by the Board of Directors shall be ratified by the Shareholders as per the provisions of the Companies Act, 2013.

The resolution set out in Item No. 5 of the Notice is proposed as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

Maj. Gen. A.L. Suri (Retd.) is a Non-Executive & Independent Director of the Company. He is in the Board of the Company since 04th June 2008.

In terms of Section 149 and any other applicable provisions, if any, of the Companies Act, 2013, Maj. Gen. A.L. Suri (Retd.) 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 ₹1,00,000/-

proposing the candidature of Maj. Gen. A.L. Suri (Retd.) 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 Maj. Gen. A.L. Suri (Retd.) as an Independent Director of the Company up to March 31, 2019 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, Maj. Gen. A.L. Suri (Retd.), 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 Maj. Gen. A.L. Suri (Retd.), 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 Annual General Meeting.

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 Maj. Gen. A.L. Suri (Retd.) 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 Maj. Gen. A.L. Suri (Retd.) ,

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 Maj. Gen. A.L. Suri (Retd.)

Maj. Gen. A.L. Suri (Retd.), holds a Bachelor's Degree in Engineering from College of Military Engineering, Pune. He was commandant of the College of Military Engineering, Pune. He retired as a Major General from the Army with active front line participation in the years 1965 and 1971 Indo-Pakistan wars and in Sri Lankan Operations in the year 1988-89. He has served as Chief Engineer of all defense works from line joining Jaipur, Visakhapatnam to Sri Lanka, and Chief Engineer of all defense works in Bombay region from the year 1981-93 for a wide range of construction activity.

Directorship held in other Companies (excluding Foreign & Section 25 Companies)	<ol style="list-style-type: none"> 1. Suri Enterprises Pvt. Ltd. 2. Vibha Build Tech Pvt. Ltd. 3. Cinema Capital Contributory Company Pvt. Ltd.
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He does not hold any shares in the Company

ITEM NO. 7

Mr. R. Ganapathi is a Non-Executive & Independent Director of the Company. He is in the Board of the Company since 29th February, 2008.

In terms of Section 149 and any other applicable provisions, if any, of the Companies Act, 2013, Mr. R. Ganapathi 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 ₹1,00,000/- proposing the candidature of Mr. R. Ganapathi for the office of 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. Ganapathi as an Independent Director of the Company up to March 31, 2019 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. Ganapathi, 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. Ganapathi, 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 Annual General Meeting.

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. Ganapathi 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. Ganapathi, 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. R. Ganapathi

Mr. R. Ganapathi, is a graduate from the Indian Institute of Technology. He has been associated with Bharat Heavy Electricals Limited initially at the field level and then with Bharat Heavy Electricals Limited, Malaysia. He has over 28 years of experience in marketing in electrical projects and the information technology sector. Later he joined Best & Crompton Engineering Limited, Chennai as an export manager. He is also a Fellow Member of the Indian Institute of Foreign Trade.

Directorship held in other Companies (excluding Foreign & Section 25 Companies)	<ol style="list-style-type: none">1. Elnet Technologies Limited2. IG3 Infra Limited3. Trigyn Technologies Limited4. Leading Edge Infotech Limited5. Trigyn Technologies (India) Private Limited6. Clarion Wind Farm Private Limited7. Beta Wind Farm Private Limited8. Grand Luxe Hotels Limited9. IL&FS Technologies Limited
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He is a member of the following Committees :

1. Audit Committee
2. Share Transfer and Investors Grievance Committee
3. Remuneration Committee

He holds 33,070 shares in the Company.

ITEM NO. 8 & 9

The Authorized Share Capital of the Company as reflected in the Memorandum and Articles of Association as on date is ₹600,00,00,000/- (Rupees Six Hundred Crores only) divided into 60,00,00,000 equity shares of ₹10/- each. The Board of Directors of the Company in their meeting held on July 09, 2014 subject to requisite approvals and consents resolved to offer equity shares to the Qualified Institutional Buyers (QIBs), by complying with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof,

for the time being in force). Hence, the present Authorized Share Capital of the Company needs to be increased from 600,00,00,000/- (Rupees Six Hundred Crores only) divided into 60,00,00,000 equity shares of ₹10/- each to ₹800,00,00,000/- (Rupees Eight Hundred Crores only) divided into 80,00,00,000 equity shares of ₹10/- each ranking pari passu in all respect with the existing Equity Shares. Consequent to the increase of Authorized Share Capital, the Authorized Share Capital Clause contained in Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company need to be altered as indicated in Resolution No. 8 & 9 respectively contained in the Notice convening the Annual General Meeting.

Your Directors recommends the Resolutions set out at Sl. Nos. 8 & 9 for the approval of the shareholders of the Company.

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.

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. on all working days from the date hereof upto the date of the Annual General Meeting.

ITEM NO. 10

The Company and its subsidiaries are in the business of development of projects in both wind and biomass businesses. The business, by its nature, is dynamic and competitive, which may necessitate changes in the business plan to avail of new opportunities, augment existing planned capacity with additional plant capacities, modify funding plans or to meet competitive threats, including those that we may not currently envisage. These changes, if any, in our business plan, shall be made keeping in mind the interests of the Company's shareholders.

The Company also requires funds on an on-going basis (i) to fund the Company, its subsidiaries, joint ventures and affiliates projects and their business expansions in new projects across India (ii) to meet any additional capital expenditures, operational expenditure and working capital with respect to various projects (iii) repayment of high cost debt and (iv) for general corporate purposes. The Company continuously endeavors to strengthen its capital base.

For the above purposes, it is proposed to seek the enabling authorization of the Members of the Company in favour of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any committee of Directors constituted/to be constituted by the Board),

without the need for any further approval from the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIBs"), in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR"), as set out in the Special Resolution at Item No. 10 of the accompanying notice.

In view of the above, the Board may, in one or more tranches, issue and allot equity shares/fully convertible debentures/partly convertible debentures/non-convertible debentures with warrants/any other securities, which are convertible into or exchangeable with equity shares on such date(s) as may be determined by the Board but not later than the period prescribed under applicable laws (collectively referred to as "QIP Securities"). The QIP Securities proposed to be issued by the Board shall be subject to the provisions of the SEBI ICDR including the pricing, which will not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the Relevant Date. The Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date of the meeting in which the Board of the Company decides to open the proposed issue or in case of securities which are convertible into or exchangeable with equity shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be.

For the reasons aforesaid, an enabling Special Resolution is therefore proposed to be passed to authorize the Board to finalize the terms of the issue. The QIP Securities issued pursuant to the offering would be listed on the one or more Stock Exchange(s) in India.

The proposed issue of QIP Securities as above may be made in one or more tranches such that the aggregate amount raised by the issue of QIP Securities shall not exceed ₹400 Crores (Rupees Four Hundred Crores only).

The QIP Securities issued pursuant to the offer, if necessary and depending on the instrument being issued, may be secured by way of mortgage/ hypothecation of the Company's assets as may be finalized by the Board in consultation with the Security Holders/Trustees in favour of Security Holders/Trustees for the holders of the said securities.

Basis or Justification of Price: The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be determined by the Board subject to such a price not being less than the price calculated in accordance with Regulation 85 of the SEBI ICDR Regulations.

The Special Resolution seeks to give the Board the powers to issue Securities in one or more tranche or tranches, at such time or times, at such a price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board, in its absolute discretion, deems fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law, and other relevant factors.

Date: July 09, 2014
Place: Chennai

By order of the Board of Directors

P. Srinivasan
Company Secretary

The Equity Shares allotted or arising out of conversion of any Securities would be listed on the National Stock Exchange of India Limited and the BSE Limited. The issue/allotment/conversion would be subject to the receipt by the Company of regulatory approvals, if any. The conversion of Securities held by foreign investors, into Equity Shares would be subject to the applicable foreign investment cap.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant Stock Exchanges on which the Equity Shares are listed under the provisions of the Listing Agreements.

In connection with the proposed issue of Securities, the Company is required, inter alia; to prepare and execute various documents and agreements. Accordingly, it is proposed to authorize the Board and certain officers of the Company to negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing members of the Company.

The Board recommends passing of the aforesaid Resolution as a Special Resolution.

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.

ORIENT GREEN POWER COMPANY LIMITED
Registered Office: 4th Floor, Sigappi Achi Building,
18/3, Rukmini Lakshmi pathi Road, Egmore, Chennai-600 008
Corporate Identity Number: L40108TN2006PLC061665

PROXY FORM

I/We..... of in the district of being a Member(s) of the above named Company, hereby appoint Shri/Smt of in the district of or failing him Shri/Smt.....of..... in the district of as my/our proxy to vote for me/us, on my/our behalf at the **SEVENTH ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, 12th August 2014 at 03.00 P.M. at Mini Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017 and at any adjournment thereof.

Signed this day of 2014

No. of Shares held

Regd. Folio No.

Affix
Re.1
Revenue
Stamp

No. of Shares held	
Registered Folio No.	
DP ID	
Client ID	

The Companies Act, 2013 lays down that an instrument appointing a proxy shall be deposited at the Registered Office of the Company not later than 48 hours before the time of holding the Meeting

ORIENT GREEN POWER COMPANY LIMITED
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ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Full Name of the Member attending (in Block Letters)	
Full Name of the first joint-holder	
Name of the Proxy	

I hereby record my presence at the **SEVENTH ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, 12th August, 2014 at 03.00 P.M. at Mini Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017.

No. of Shares held	
Registered Folio No.	
DP ID	
Client ID	

Member's/Proxy's Signature

