

National Stock Exchange Of India Limited

Ref: NSE/LIST/24068

June 24, 2020

The Company Secretary
Orient Green Power Company Limited

Dear Madam/Sir,

Sub: Requirements for in principle approval of Draft Scheme of Arrangement between Orient Green Power Company Limited and its shareholders

In this regard you are requested to provide the following documents/details as mentioned below:

1. Draft Scheme of Amalgamation/Merger/Demerger/Arrangement/Capital Reduction etc. Word File) *(Kindly provide)*
2. Draft Scheme of Amalgamation/Merger/Demerger/Arrangement/Capital Reduction etc. *(Kindly confirm whether there is only reduction of Issue, paid-up and subscribed capital of the Company or also reduction in face value of the company (if yes) then kindly confirm the clause for reduction of face value in authorized share capital of the company in the Scheme also in a clause 6.2 of the scheme it is given that the company can withdraw the scheme anytime even after tribunal has approved the scheme, kindly confirm whether the same is legally tenable)*
3. Shareholding pattern in accordance with Regulation 31 (1) of the SEBI (LODR) Regulations, 2015 - for pre and post scheme of arrangement of all the companies involved in the scheme. *(Kindly provide one set of shareholding pattern without PAN. Also, kindly remove the period from post shareholding pattern)*
4. Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company as mentioned in the format enclosed in Annexure B. *(Kindly provide the financials in the format enclosed in Annexure B of the Exchange checklist)*
5. Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. (Format enclosed in Annexure C) *(The auditor certificate certifies Accounting Treatment only for Capital Reduction part of the scheme however other parts of the Scheme i.e. transfer of amount and subsequent adjustment of identifiable losses, adjustment of doubtful investment losses and other adjustments has not been covered in the certificate. Kindly clarify.)*
6. Detailed Compliance Report as per the format specified in Annexure IV of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. *(kindly change point no. b from Para(I)(A)(2) to Para(I)(A)(3) also kindly provide dated report.)*
7. Certified copy of Board of Director resolution approving the aforesaid auditor certificate *(Kindly provide board resolution approved in June, 2020)*
8. Board resolution of all the Companies involved in the Scheme, approving the Scheme. *(Kindly provide board resolution approved in June, 2020)*
9. Confirmation from all the companies involved in the scheme regarding the following:

- a. The Company, its promoters or Directors have never been declared as willful defaulter as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.
- b. The Company, its promoters or Directors have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- c. The Company, its promoters or Directors do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognised stock exchange. ***(Kindly provide the Confirmation)***
10. Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure E. ***(Kindly provide)***
11. Confirmation by the Company Secretary as per format enclosed as Annexure F. ***(Kindly provide)***
12. In case NSE is the DSE, kindly provide the documents/undertaking as per Annexure I ***(Kindly provide)***
- 13. Kindly provide payment details of processing fees paid to SEBI.***
- 14. Kindly provide Unpaid Dues Report as per SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2019/192 dated September 12, 2019.***
- 15. As per clause 1.6 of the scheme it is given that losses on account of impairment of assets/ investment/ intangibles/ Advances etc shall be set off with amount credited in BRR accounts, kindly provide prospective losses on impairment of the Company for next three years.***

You are requested to rectify the discrepancy/provide detail mentioned above. We would be in position to take necessary action at our end on receipt of the above documents/details.

Yours faithfully,
For National Stock Exchange of India Ltd.

Saurabh Singh
Deputy Manager
Mob:-8898272629

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm