

National Stock Exchange Of India Limited

Ref: NSE/LIST/24068

July 01, 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.
(a. 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
b. Changes made in clause 6.2 is not clear kindly elaborate the changes made in the clause.
c. In case of any substantial/important/ addition/ deletion of clauses in the scheme or changes made in the approved scheme by the board of director of the company then the revised scheme also be placed before audit committee meeting and board meeting for their approval. Also needs to please an undertaking defining the changes made in the scheme and an comparative statement for changes made in the scheme.
2. 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 post shareholding pattern without PAN)*
3. Board resolution of the Company involved in the Scheme, approving the Scheme. *(Kindly provide board resolution of June 2020 for approving the scheme and signed fairness opinion report)*
4. Confirmation from the company 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)*
5. Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure E. *(Kindly provide)*
6. Confirmation by the Company Secretary as per format enclosed as Annexure F. *(All the point given in Annexure F format are not covered, kindly rectify also kindly provide exact URL of the company website where scheme documents can be found)*

7. In case NSE is the DSE, kindly provide the documents/undertaking as per Annexure I (***Kindly provide***)

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