



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

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 ordinary/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 to the Registrar of Company on or before the close of working hours on March 07, 2018. Ballots received after the close of working hours on March 07, 2018 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 March 07, 2018 as CDSL will disable e-voting on the resolutions thereafter.

The Board of Directors has appointed Mr. A. Mohan Kumar, 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 March 08, 2018 at the Registered Office of the Company and be published on the Company's website.

SPECIAL BUSINESS:

1. To approve the Issue of Equity Shares of Rs. 10/- each for an amount not exceeding Rs. 13.71 Crores to M/s. SREI Infrastructure Finance Limited on a preferential 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 the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder (the "Act"), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies (the "RoC") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions and/or sanctions, if any of them and other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to 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 may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer and issue Equity Shares of face value of Rs. 10/- each by way of preferential issue on private placement basis to M/s. SREI Infrastructure Finance Limited, the entity belonging to the Non-Promoter category for an amount not exceeding Rs. 13,71,00,000 (Rupees Thirteen Crores Seventy One Lakhs only) on such price as determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations and as per the Valuation / Pricing Certificate to be obtained from the Statutory Auditor/ Chartered Accountant/Practicing Company Secretary as on relevant date i.e. 5th February 2018, and on such other terms and conditions as may be mentioned in the Letter of Offer ("PAS 4") and on such other terms and conditions as may be approved by the Board.

RESOLVED FURTHER THAT the relevant date, for the determination of issue price of the equity shares is Monday, 5th February 2018 i.e. 30 days prior to the date of passing of this Postal Ballot resolution as per the provisions of Chapter VII of the Regulation 71 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a. The proposed allottee shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;
- b. The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee;
- c. The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations.
- d. The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- e. The equity shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval; and
- f. Allotment shall only be made in dematerialized form.

RESOLVED FURTHER THAT Board / Committee be and is hereby authorized to make an offer to the proposed allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e BSE Limited & National Stock Exchange of India Limited.

RESOLVED FURTHER THAT the equity shares proposed to be issued and allotted shall be subject to Memorandum and Articles of Association and equity shares to be issued and allotted shall rank pari passu in all respects, with the existing fully paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.

2. To Ratify the Related Party Transaction

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 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, members of the Company do hereby confirm, ratify and approve the contract and/ or arrangements entered with the following related party during the period from 1st April 2017 till 31st December 2017.

S. No.	Name of the Related Party	Nature of Relationship	Transaction Value (Amount in Rs.)	Nature of Transaction
1.	SVL Limited	Promoter	28,61,39,797	Intercorporate Borrowing

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

3. To approve the Related Party Transaction

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 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed

by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company,) consent of the members of the Company be and is hereby accorded to the Board for entering into any contracts and / or arrangements with the following Party for an amount not exceeding the limits as detailed below:

S. No.	Name of the Related Party	Nature of Relationship	Transaction Value (Amt. in Rs.)	Nature of Transaction
1.	SVL Limited	Promoter	10,00,00,000	Intercorporate Borrowing

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

By order of the Board of Directors

**January 24, 2018
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 Mr. A. Mohan Kumar, 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 Registrar of the Company so as to reach the Scrutinizer not later than 05.00 P.M. on or before March 07 2018. 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 Ordinary Resolutions mentioned above shall be declared as passed if the number of votes cast in favour of the resolution is more than the votes, if any, cast against the said resolutions. The Special Resolution 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, cast against the said resolutions.
6. The Scrutinizer will submit the report to either Mr. Venkatachalam Seshu Ayyar, 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. Venkatachalam Seshu Ayyar, Managing Director or Mr. P. Srinivasan, Company Secretary or any one of the Directors of the Company on March 08, 2018 at 3.00 p.m. at the registered office of the Company at Sigappi Achi Building, 4thFloor, 18/3 Rukmini Lakshmi pathi Road, Egmore, Chennai-600008. As per Clause 16.6.3 of the Secretarial Standard-2, issued by the Institute of Company Secretaries of India (ICSI), the date of passing of resolution by way of postal ballot shall be deemed to be the last date on which the Company receives duly completed postal ballot forms i.e. 7th March 2018. Hence 7th March 2018 will be taken to be the date of passing of Ordinary/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 or before March 09, 2018 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.
10. **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 (India) 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 (January 26, 2018) 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 January 26, 2018 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, February 06, 2018 (10.00 a.m. IST) and ends on Wednesday, March 07, 2018 (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 January 26, 2018, 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. ● 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.

(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.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 March 07, 2018 (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

**January 24, 2018
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 January 24, 2018 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

To approve the Issue of Equity Shares of Rs. 10/- each for an amount not exceeding Rs. 13.71 Crores to M/s. SREI Infrastructure Finance Limited on a preferential basis

The Company is engaged in carrying on business of investment, ownership and operations in Renewable Energy Area of Wind Power. The company is required to fund its subsidiaries for the Wind Energy Projects and also it requires funds for various long term working capital and general deleveraging purposes and hence proposed by way of preferential issue on a private placement basis to M/s. SREI Infrastructure Finance Limited. (SREI) The Company has also received the consent of the SREI for the same. Hence the directors have proposed to raise funds for issuance of equity shares for an amount not exceeding Rs.13.71 Crores (Rupees Thirteen Crores and Seventy One Lacs).

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the “Act”) and Regulation 72 of SEBI ICDR Regulations, any preferential allotment of Securities needs to be approved by the shareholders by way of a Special Resolution.

The consent of the shareholders is being sought by a special resolution to enable the Board to issue equity shares face value of Rs. 10/- each by way of preferential issue on private placement basis to M/s. SREI Infrastructure Finance Limited, the entity belonging to the Non-Promoter category for an amount not exceeding Rs. 13,71,00,000 (Rupees Thirteen Crores Seventy One Lakhs only) as may be permitted under applicable laws to SREI in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI ICDR Regulations, as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

The proposed allottee of equity shares has not sold any equity shares of the Company during the six months preceding the relevant Date i.e. 5th February 2018.

Therefore, in compliance with the provisions of applicable laws, the proposed resolutions as set out at Item No. 1 is recommended for the approval of Shareholders' as Special Resolution.

Further, in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73 of the SEBI ICDR Regulations, the following disclosures are required to be made in the Explanatory Statement to the Notice:

The objects of the issue

The object of the issue is to meeting working capital requirements, repayment of debt by the company and its subsidiaries and for other corporate purposes.

The total number of securities to be issued

Approximately 1,09,68,000 equity shares as per the Valuation/Pricing Certificate to be obtained on relevant date i.e. 5th February, 2018.

Issue Price

The allotment is proposed to be made at such price as per the valuation/Pricing Certificate to be obtained on relevant date viz 5th February 2018.

Relevant Date

Relevant date with reference to which the price has been arrived on 5th February 2018, which is 30 days prior to the date of passing of special resolution by way of postal ballot by the Shareholders for approving the preferential issue on private placement basis. As per Clause 16.6.3 of the Secretarial Standard-2, issued by the Institute of Company Secretaries of India (ICSI), the date of passing of resolution by way of postal ballot shall be deemed to be the last date on which the Company receives duly completed postal ballot forms i.e. 7th March 2018 and hence the relevant date falls on 5th February 2018.

Intention of promoters, directors or key managerial personnel to subscribe to the offer

None of the Promoters, Directors or Key Managerial Personnel, intends to subscribe to any shares pursuant to this preferential issue of equity shares.

The proposed time limit within which the allotment shall be completed

In terms of Chapter VII of the SEBI ICDR Regulations, preferential allotment of equity shares to an entity belonging to **non promoter group** pursuant to the special resolution will be completed within a period of **15 (fifteen) days** from the date of passing of resolutions at item No. 1.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them

S. No.	Name of the proposed allottee	Category	Present Holding	% to Pre-Issue Capital	Post Issue Shareholding	
					No. of equity shares	Percentage
1	SREI Infrastructure Finance Limited	Non Promoter	Nil	Nil	1,09,68,000 (Approximately)	1.46 (Approximately)

G. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottee is as follows:

Name and address of the proposed allottee	Category (Promoter/ Non - Promoter)	Names of Ultimate Beneficial Owners of the proposed allottee
SREI Infrastructure Finance Limited Vishwakarma, 86C, Topsia Road (South), Kolkata WB 700046 IN	Non Promoter	SREI Infrastructure Finance Limited

The change in control, if any, in the Company that would occur consequent to the preferential offer

There will neither be any change in the composition of the Board nor any change in the Control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

There were no allotment on preferential basis have been made by the Company during the year.

The pre issue and post issue shareholding pattern of the Company

S.No	Category	Pre Issue		Post Issue	
		Total Number of Shares held	Percentage of equity share holding	Total Number of Shares held	Percentage of equity share holding
A	Shareholding of Promoter and Promoter Group				
1	Indian:				
	Bodies Corporate	267016949	36.09	267016949	35.56
	Sub Total(A)(1)	267016949	36.09	267016949	35.56
2	Foreign				
	Bodies Corporate	262063624	35.42	262063624	34.91
	Sub Total(A)(2)	262063624	35.42	262063624	34.91
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	529080573	71.52	529080573	70.47
B	Public shareholding				
1	Institutions:				
a.	Financial Institutions / Banks	31283018	4.23	42251018	5.63
b.	Foreign Portfolio Investors (Corporate)	18790140	2.54	18790140	2.50
	Sub-Total (B)(1)	50073158	6.77	61041158	8.13
2	Non-institutions				0.00
a.	Bodies Corporate	38599399	5.22	38599399	5.14
b.	Any Other (specify)				
i.	Hindu Undivided Family	2849652	0.39	2849652	0.38
ii.	Clearing member	5074934	0.69	5074934	0.68
iii.	NRIs (Repat)	881450	0.12	881450	0.12
iv.	NRIs (Non-Repat)	249031	0.03	249031	0.03
v.	Foreign Company	7850276	1.06	7850276	1.05
vi.	Directors and Relatives	361416	0.05	391416	0.05
vii.	Public	104749786	14.16	104749786	13.96
	Sub-Total (B)(2)	160645944	21.71	160645944	21.40
	Total Public Shareholding (B)= (B)(1)+(B)(2)	210719102	28.48	221687102	29.53
	TOTAL (A)+(B)	739799675	100.00	750767675	100.00
C	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0
a.	Promoter and Promoter Group	0	0	0	0
b.	Public	0	0	0	0
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	739799675	100.00	750767675	100.00

* No. of Shares and percentage of holding shall be determined on the basis of valuation/pricing certificate to be obtained from the Statutory Auditors/ Practicing Chartered Accountants/Practicing Company Secretary as on the relevant date ie. 5th February 2018.

Note: -

1. The above shareholding pattern has been prepared on the basis of shareholdings as on December 31, 2017.

Lock-in Period

The equity shares to be allotted on a preferential basis to entities belonging to the persons other than Promoter and Promoter Group shall be subject to 'lock-in' for a period of one year from the date of trading approval for such equity shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.

Auditor's Certificate

In accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company shall obtain a certificate from Statutory Auditor/ Chartered Accountant/Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance in the SEBI, ICDR Regulations.

Report of Registered Valuer

No report of registered valuer is required for the offer, issue and allotment of the equity shares, under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

A copy of the Memorandum and Articles of Association of the Company will be available for inspection at the registered office of the Company on any working day, except Sundays and Saturday of the month, between 11:00 a.m. and 1:00 p.m. upto March 08 2018.

The Board recommends the passing of the resolutions as set out at item no. 1 of the accompanying notice as 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.

Item No. 2 & 3

Your Company has entered into a transaction with the companies as mentioned in the resolution which is a "Related Party" as defined under Section 2 (76) of the Companies Act, 2013.

As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2015. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis.

As per the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, defines term Material Related Party Transaction. It provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a related party to the particular transaction or not, pursuant to Regulation 23(7) of SEBI (LODR).

Members may please note that based on the criteria as mentioned above in the SEBI LODR, transactions with such related parties as mentioned in Item No. 2 & 3 are "Material" and therefore requires approval of the Company by Ordinary Resolution.

The following are the particulars under Rule 15 of Companies (Meetings of Board and its Power) Rules, 2014:

S. No.	Particulars	Description
1.	Name of the Related Party	SVL Limited
2.	Name of the Director or KMP who is related	Mr. T Shivaraman - Managing Director
3.	Nature of Relationship	Promoter
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	Intercorporate Borrowing

Memorandum of Interest:

Mr. T Shivaraman is deemed to be concerned or interested in the transaction entered between OGPL with SVL being a Director in OGPL and Managing Director in SVL.

Apart from the above, none of the other Directors or Key Managerial Personnel, or their relatives are, in any way, are concerned or interested in the resolution as set out at No 2 & 3 of the Notice.

The Board recommends the Ordinary Resolution as set out at item No. 2 & 3 for the approval of the Shareholders.

By order of the Board of Directors

**January 24, 2018
Chennai**

**P. Srinivasan
Company Secretary**