



ORIENT GREEN POWER COMPANY LIMITED

CIN: L40108TN2006PLC061665

Registered Office: 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmi pathi Road,
Egmore, Chennai-600008 Ph: 044-49015678, Fax: 044-49015655,

E-mail: complianceofficer@orientgreenpower.com Website: www.orientgreenpower.com

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the Company will be held on Monday, 5th August 2019 at 10.05 A.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 consider and adopt the Audited Financial Statements (Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2019, and reports of the Board of Director's and Auditor's thereon.
2. To appoint a Director in place of Mr. P. Krishna Kumar (DIN: 01717373) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Ms. Chandra Ramesh as an Independent Director of the Company.

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 149, 152 and 161 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 Regulation 17 of the SEBI LODR, as amended from time to time, on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to appoint Ms. Chandra Ramesh (DIN: 00938694), 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, 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 commencing from 27th February 2019 up to 26th February 2024."

By order of the Board of Directors

Chennai
April 29, 2019

P. Srinivasan
Company Secretary
FCS No. 8391

Registered Office:

4th Floor, Sigappi Achi Building,
18/3 Rukmini Lakshmi pathi Road,
Egmore, Chennai-600008
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Notes:

1. The relative explanatory statements pursuant to Section 102 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.
3. The register of members and share transfer books of the Company will remain closed from Friday, July 26, 2019 to Monday, August 05, 2019 (both days inclusive).
4. Members / Proxies and authorised representative 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 dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
5. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days of advance notice in writing is given to the Company;
6. In case of joint holders attending the AGM, only such a joint holder who is senior by the order in which the name stands in the register of members will be entitled to vote.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and 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.
8. Members are requested to address all the correspondences, to the Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai, Maharashtra 400083.
9. 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.
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. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
13. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares. SEBI vide Press Release dated 27th March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.

Notes for E-voting:

14. In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI LODR Regulations, the Company is pleased to offer E-Voting facility

- as an alternate through E-voting services provided by Central Depository Services Limited (CDSL), for its Members to enable them to cast their votes electronically.
15. The e-voting period commences on Friday, August 02, 2019 (10.00 a.m. IST) and ends on Sunday August 04, 2019 (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 which shall be Tuesday, July 30, 2019 may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
 16. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on July 05, 2019 have been considered.
 17. Members who have acquired shares after the dispatch of this Notice and before the cut-off date (i.e. July 30, 2019) may approach the Company / CDSL for issuance of the User ID and Password exercising their right to vote by electronic means.
 18. Voting rights of each member shall be reckoned as on the cut-off date which is July 30, 2019 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
 19. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members maintained by the Company or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper. Any person who acquires shares of the Company and becomes the member of the Company after the cut-off date i.e. July 30, 2019 shall not be eligible to vote either through E-voting or at Annual General Meeting.
 20. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
 21. M/s. B. Chandra & Associates, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 22. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two 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 and Managing Director of the Company within the prescribed time period.
 23. 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's website of <https://www.evotingindia.co.in/> within forty eight hours of the conclusion of the Annual General Meeting (AGM) on or before August 07, 2019 and communicated to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
- 24. 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 Friday, August 02, 2019 (10.00 a.m. IST) and ends on Sunday August 04, 2019 (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 July 30, 2019, 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 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. <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 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: 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)**
- i. Please follow all the steps from S. No. (i) to S. No. (xix) to cast vote
 - (xx) In case of any difficulty in E-voting, the Equity Shareholder may contact Mr. P. Srinivasan, Company Secretary at phone no.044-49015678 or email to p.srinivasan@orientgreenpower.com or email to helpdesk.evoting@cdslindia.com.

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

Item No. 3

The Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Chandra Ramesh (DIN: 00938694) as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective from 27th February 2019. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Ms. Chandra Ramesh holds office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as Director of the Company.

The Company has received from Ms.Chandra Ramesh

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and
- (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act. The profile and specific areas of expertise of Ms. Chandra Ramesh are provided as annexure to this Notice.

In the opinion of the Board, Ms. Chandra Ramesh is a person of integrity, fulfils the conditions as specified in the Act and the Rules made thereunder for such appointment and is independent of the Management of the Company.

The resolution at item no. 3 seeks the approval of the Members in terms of Sections 149,152,161 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Ms. Chandra Ramesh as an Independent Director of the Company for a period commencing from 27th February 2019 to 26th February 2024.

A copy of the draft letter of appointment of Ms. Chandra Ramesh as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

The Board recommends the passing of the Ordinary Resolution at item No. 3 of the accompanying Notice for Members approval.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Ms. Chandra Ramesh, to whom the resolution relates, are concerned or interested in the resolution mentioned at item No. 3 of the Notice.

By order of the Board of Directors

Chennai
April 29, 2019

P. Srinivasan
Company Secretary
FCS No. 8391

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**Details of Directors seeking appointment/re-appointment at the Twelfth Annual General Meeting
(Pursuant to Regulation 26(4), 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on
General Meetings (SS-2))**

Profile of the Director who are proposed to be appointed / re-appointed is as below:

Mr. P. Krishna Kumar (DIN: 01717373)

Mr. P. Krishna Kumar was Managing Director of our Company from 2008 until September 2013 and continues to be in the Board of our Company as a Non- Executive Director. From September 2013 to September 2017 he was Managing Director of Leitwind Shriram Manufacturing Private Limited and continues to be in their Board as Non-Executive Director. Presently he is Management Consultant for SVL Limited and also in the Board of few Group Companies. He holds a bachelor's degree in

mechanical engineering from Alagappa Chettiar College of Engineering & Technology, Madurai Kamaraj University, with about 40 years of industrial experience in Sales and Marketing and International Business Development and as the 'Profit Centre Head' of Business Units. Prior to joining our Company, he was associated with the Murugappa Group and Comcraft Group of Chandarias for about 30 years. He is also in the Board of Nihan Technologies an IT Services Company - part of Comcraft Group in Chennai.

Age: 64 years

Qualifications: Bachelor's degree in Mechanical Engineering
He was first appointed as a Director on 28/09/2007.

S.No.	Name of the Company	Position	Committee Details	
			Chairmanship	Membership
1	Pallavi Power and Mines Limited	Director	-	AC, NRC
2	Leitwind Shriram Manufacturing Private Limited	Director	-	-
3	Nihon Technology Private Limited	Director	-	-
4	Theta Management Consultancy Private Limited	Director	-	-

Audit Committee - AC

Nomination and Remuneration Committee –NRC

Disclosure of relationships between directors inter-se: Nil

No. of meetings of the board attended during the year: 5
(Five)

Listed companies (other than Orient Green Power Company Limited) in which Mr. P. Krishna Kumar holds directorship and committee membership: Nil

Shareholding in the Company: 30,000

Ms. Chandra Ramesh (DIN: 00938694)

Ms. Chandra Ramesh started her professional journey with IDL Chemicals Ltd., a part of the Swedish Nobel Group in the areas of Cost and Management Accounting, budgeting and systems. She moved over to TAFE Ltd. as Executive assistant to the Chairman of the Amalgamations Group and thereafter had a stint with Tamilnad Hospitals Ltd. as Vice President Finance and Company Secretary where she handled the IPO of the NRI doctors promoted company and tied up the complete project finance with Financial Institutions. Her next move was to India Securities Ltd. an Essar Group Company where her job profile included Investment banking, lease / HP Financing, project

counselling and Advisory services, corporate secretarial functions, etc.

Bitten by the entrepreneurial bug, she started off as an independent financial consultant under the brand name of C.R. Financial Consultants. As a logical extension to the consultancy, she took membership in the Bangalore Stock Exchange and also promoted C.R. Finance & Securities (P) Ltd. in 1994 and obtained membership of National Stock Exchange. She was the Managing Director and CEO of Bharat Re-Insurance Brokers (P) Ltd., till August 2008 and was actively involved in the insurance and re-insurance broking space with extensive international networking and exposure. She also has in depth exposure in direct insurance broking as CEO of Armour Consultants (P) Ltd.

Ms. Chandra Ramesh was co-opted as an additional director on the Board of IFIN (IFCI Financial Services Ltd., a subsidiary of IFCI Ltd.) and appointed as the Managing Director of IFIN with effect from 1st September, 2008 when C R Finance & Securities (P) Ltd. promoted by her was merged with IFIN. As Managing Director of IFIN, she had, in three years, grown the company from one branch to over 50 branches, from nil sub-brokers to over 350, from 1000 clients to 25000 and from 12 Institutional empanelment to over 60 . With a Pan-India presence, IFIN established itself

as one of the leading players in the industry. She resigned from IFIN in December, 2011. She then established Procap Financial Services (P) Ltd. In February, 2012 which is into stock broking, investment advisory and corporate insurance advisory. She has over the last decade taken a deep interest in technical analysis of the equity markets and has extensively researched the Indian stock and commodity markets. She was till recently on the Board of Helios and Matheson Information Technology Limited as an independent director and continues to be a Director

in Bharat Re-Insurance Brokers (P) Ltd as an Independent Director and a promoter Director of Procap Financial Services (P) Ltd. and Procap Commodities (P) Ltd.

Age: 59 years

Qualifications: FCA, ACS, AICWA, PGDM (IIM-A) and Licentiate in Insurance

She was first appointed as an Additional Director on 27/02/2019.

S.No.	Name of the Company	Position	Committee Details	
			Chairmanship	Membership
1	Shriram EPC Limited	Director	-	AC, NRC, RMC
2	Procap Financial Services Private Limited	Director	-	-
3	Procap Commodities Private Limited	Director	-	-
4	Bharat Re-Insurance Brokers Private Limited	Director	-	-

Audit Committee - AC

Nomination and Remuneration Committee –NRC

Risk Management Committee – RMC

Disclosure of relationships between directors inter-se: Nil

No. of meetings of the board attended during the year:

Not Applicable

Listed companies (other than Orient Green Power Company Limited) in which Ms. Chandra Ramesh holds directorship and committee membership:

Directorship: 1

Committee Membership: 3

Shareholding in the Company: Nil

ROUTE MAP TO AGM VENUE



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Form No. MGT-11



ORIENT GREEN POWER COMPANY LIMITED

CIN : L40108TN2006PLC061665

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Ph No.: 044-49015678, Fax No.:044-49015655

website: www.orientgreenpower.com e-mail: complianceofficer@orientgreenpower.com

Corporate Identity Number	L40108TN2006PLC061665
Name of the company	Orient Green Power Company Limited
Registered office	4 th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmipathi Road, Egmore, Chennai-600008.

Full Name of the Member attending (in Block Letters)	
Full Name of the first joint-holder	
Registered Address	
E-Mail	
Folio no./ Client ID	
DP ID	
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 **TWELFTH ANNUAL GENERAL MEETING** of the Company to be held on Monday, **5th August 2019** at **10.05 A.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
Ordinary Business:	
1	To consider & adopt the Audited Financial Statements (Standalone and Consolidated) together with Director's and Auditor's report thereon for the Financial Year ended 31 st March, 2019
2	To approve the re-appointment of Mr. P Krishna Kumar as a director liable to retire by rotation
Special Business:	
3	To appoint Ms.Chandra Ramesh as an Independent Director of the Company

Signed this..... day of 2019.

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Affix a ₹ 1 Revenue Stamp

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.