



## ORIENT GREEN POWER COMPANY LIMITED

### NOTICE OF NINTH ANNUAL GENERAL MEETING

Notice is hereby given that the Ninth Annual General Meeting (AGM) of the Company will be held on Thursday, 11 August 2016 at 3.00 P.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 receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31<sup>st</sup> March, 2016, Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2016 and the Cash Flow Statement of the Company for the year ended 31<sup>st</sup> March, 2016 together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. T. Shivaraman who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. 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 framed thereunder, as amended from time to time, 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 Ninth Annual General Meeting till the conclusion of Tenth Annual General Meeting of the Company " .

#### SPECIAL BUSINESS

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 Section 188 (3) and other applicable provisions if any, of the Companies Act, 2013, and in terms of Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, the contract and / or arrangements entered with the following related party be and is hereby ratified."

S. No.	Name of the Related Party	Transaction Value (₹ in Crores)	Nature of Transaction
1.	Beta Wind Farm Private Limited	79.96	Issue of Corporate Guarantee to various Project Lenders in Connection with Existing /New Projects Loans to be availed by its subsidiary M/s.Beta Wind Farm Private Limited.

Date: May 18, 2016  
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.
3. The register of members and share transfer books of the Company will remain closed from Monday, 08 August 2016 to Thursday, 11 August 2016 (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, Pannalal Silk Mill 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 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.
10. As an economic measure, copies of Annual Report will not be distributed at the AGM. Members are therefore, requested to bring their copies of Annual Report to the meeting.

## Notes for E-voting:

- 1 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 Listing Obligations and Disclosure Requirements Regulations, 2015 (SEBI LODR), 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.
- 2 The e-voting period commences on August 06, 2016 (9.00 a.m. IST) and ends on August 10, 2016 (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 August 05, 2016 may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
- 3 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 08, 2016, have been considered.
- 4 Members who have acquired shares after the dispatch of this Notice and before the cut-off date (i.e. August 05, 2016) may

approach the Company / CDSL for issuance of the User ID and Password exercising their right to vote by electronic means.

- 5 Voting rights of each member shall be reckoned as on the cut-off date which is August 05, 2016 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
- 6 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. August 05, 2016 shall not be eligible to vote either through e-voting or at AGM.
- 7 The members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
- 8 Mrs. B. Chandra, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 9 The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 not later than two days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman/ Company Secretary of the Company.
- 10 The results declared along with the Scrutinizer's Report shall be placed on the Company's website

<http://www.orientgreenpower.com/> and on the website of <https://www.evotingindia.co.in/> within forty eight hours of the conclusion of the AGM on August 13, 2016 and communicated to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

### **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 Saturday, August 06, 2016 (9.00 a.m. IST) and ends on Wednesday, August 10, 2016 (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 August 05, 2016, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
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"> <li>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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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)**

- 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 at [p.srinivasan@orientgreenpower.com](mailto:p.srinivasan@orientgreenpower.com) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Date: May 18, 2016**  
**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. 4**

Your Company has issued Corporate Guarantee on behalf of its subsidiary company M/s. Beta Wind Farm Private Limited in favour of New Project Lenders in connection with Existing /New

Projects Loans aggregating to ₹79.96 Crores (Rupees Seventy Nine Crores and Ninety Six Lakhs Only) which is a “Related Party” as defined under Section 2 (76) of the Companies Act, 2013.

The details of Corporate Guarantee issued are as below:

<b>New Project Lenders</b>	<b>Corporate Guarantee to be issued (₹ in Crores )</b>	<b>Nature of facility</b>
Axis Bank Limited	4.50	Working Capital Facility
Bank of India	1.05	Working Capital Facility
Canara Bank	3.31	Working Capital Facility
Dena Bank	1.78	Working Capital Facility
Indian Overseas Bank	1.78	Working Capital Facility
Karnataka Bank Limited	1.78	Working Capital Facility
Tamilnad Mercantile Bank Limited	1.42	Working Capital Facility
Andhra Bank	2.49	Working Capital Facility
Central Bank of India	2.14	Working Capital Facility
Axis Bank Limited	57.93	Letter of Credit
Vijaya Bank	1.78	Working Capital Facility
<b>Total</b>	<b>79.96</b>	

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. Issue of Corporate Guarantee by the Company on behalf of its subsidiary M/s. Beta Wind Farm Private Limited are in the ordinary course of business and are at arm's length basis.

The amended Listing Agreement with Stock Exchanges which was made applicable from October 01, 2014 contains clause in respect of Related Party Transactions. The clause also 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), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in the SEBI LODR, issue of Corporate Guarantee to the Lenders by the Company on behalf of its subsidiary M/s. Beta Wind Farm Private Limited are "Material" and therefore requires approval of the Company by Ordinary Resolution.

Relevant documents in respect of the said items are open for inspection by the members at the Registered Office of the Company on all working days during 11.00 a.m. to 2.00 p.m. up to the date of the Meeting.

Mr.R.Ganapathi who is in the board of Beta Wind Farm Private Limited and Mr.K.V.Kasturi, Chief Financial Officer of Beta Wind Farm Private Limited are concerned or interested in this resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, are concerned or interested in the resolution as set out at No 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item No. 4 for the approval of the Shareholders.

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**Date: May 18, 2016**  
**Place: Chennai**

**By order of the Board of Directors**

**P. Srinivasan**  
**Company Secretary**

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**ORIENT GREEN POWER COMPANY LIMITED**

**Registered Office: 4th Floor, Sigappi Achi Building,  
18/3 Rukmini Lakshmipathi Road, Egmore, Chennai-600008  
Corporate Identity Number : L40108TN2006PLC061665  
Ph:044-49015678, Website:www.orientgreenpower.com**

**FORM NO. MGT-11**

**PROXY FORM**

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

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 **NINTH ANNUAL GENERAL MEETING** of the Company to be held on Thursday, 11<sup>th</sup> August, 2016 at 03.00 P.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 as follows:

S. No.	Resolutions :
<b>Ordinary Business:</b>	
1	To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31 <sup>st</sup> March, 2016, Statement of Profit and Loss for the year ended 31 <sup>st</sup> March, 2016 and the Cash Flow Statement of the Company for the year ended 31 <sup>st</sup> March, 2016 together with the Directors' Report and the Auditors' Report thereon.
2	To appoint a Director in place of Mr. T. Shivaraman who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3	To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai as the Statutory Auditors of the Company to hold office from the conclusion of this Ninth Annual General Meeting until the conclusion of the Tenth Annual General Meeting.
<b>Special Business:</b>	
<b>Ordinary Resolution:</b>	
4	Approval of the material related party transactions entered between the Company and its subsidiary M/s. Beta Wind Farm Private Limited

Signed this.....day of.....2016.

.....  
Signature of shareholder

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



**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.

## ROUTE MAP TO AGM VENUE

