



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 OF TENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Tenth Annual General Meeting of the Company will be held on Wednesday, 09 August 2017 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 consider and adopt the Audited Financial Statements (Standalone and Consolidated Financial Statements, including Cash Flow Statement) of the Company for the Financial Year ended 31 March, 2017, and reports of the Board of Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. S. Srinivasan (DIN: 00014652) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard 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 Section 142, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, consent of the members be and is hereby accorded to appoint M/s G.D.Apte & Co, Chartered Accountants, Pune, (Firm Registration No. 100515W) as the Statutory Auditors of the Company, to hold office for a period of 5 years from the conclusion of this Tenth Annual General Meeting till the conclusion of the Fifteenth Annual General Meeting, in place of retiring auditors M/s. Deloitte

Haskins & Sells, Chartered Accountants, Firm Registration No.008072S, (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) on a remuneration as may be determined by the Board.

SPECIAL BUSINESS:

4. Reappointment of Mr. S.Venkatachalam as the Managing Director of the Company for a further period of 3 years

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Special Resolution passed by the members through Postal Ballot on 28th March 2017 and pursuant to Notification No. S.O. 2922(E) dated 12th September, 2016 issued by the Ministry of Corporate Affairs, and the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and on the basis of recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company at their meeting held on June 30, 2017, the consent of the members of the Company be and is hereby accorded for the reappointment of Mr.S.Venkatachalam (DIN 06698233) as the Managing Director of the Company for a further period of 3 years from 23.09.2016 till 22.09.2019, on the following terms and conditions:

Particulars	Per Annum (Rs.)
Basic Salary	31,80,000
House Rent Allowance	15,90,000
Special Allowance	11,69,620
Other Perquisites/ Allowances*	178,800
Provident Fund Contribution	381,600
Total	65,00,020

*Other Perquisites/Allowances includes Leave Travel Allowance, Medical Reimbursement and other allowances as may be approved by the Board.

In addition to the above, Mr. S. Venkatachalam is also entitled to Performance Bonus upto Rs.15,00,000 p.a. subject to achievement of financial target for each financial year as may be agreed. Performance Bonus as indicated above would be subject to the evaluation and approval of the Nomination and Remuneration Committee of the Board of Directors

Apart from the above, he is also entitled to:

1. Club Fees:
Subscription or reimbursement of membership fee of one Club in India.
2. Personal Accident Insurance:
Personal Accident Insurance of an amount, the premium of which does not exceed Rs. 4000/- per annum
3. Company's car/s with driver
4. a) Company's contribution towards Provident Fund and Superannuation Fund, if any, as per the rules of the Company.
b) Gratuity as per the rules of the Company.

The aforesaid perquisites stated in (4) (a) and (b) shall not be included in the computation of the aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

5. Eligible for leave on full pay and allowances and perquisites as per the rules of the Company. Encashment of leave at the end of the tenure shall not be included in the

computation of the aforesaid ceiling on perquisites and / or salary.

6. The Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such rules, perquisites shall be evaluated at actual cost.

"RESOLVED FURTHER THAT the consent of the members be and is hereby accorded, that where in any Financial Year during the current tenure of Mr.S.Venkatachalam as Managing Director, the Company has no profits or its profits are inadequate, then remuneration (including performance bonus) of Rs. 80,00,020 (Rupees Eighty Lakhs Twenty only) p.a. be paid to him as minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V to the Companies Act, 2013, relating to the payment of remuneration to the managerial person, the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any committee thereof) be and is hereby authorized to vary the remuneration including salary, commission, perquisites etc within such prescribed limits."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other Officer or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution including filing of necessary forms/ returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned."

5. Payment of Management Fee to SVL Limited

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 188 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) and all other applicable rules, regulations, guidelines (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, approval of the members be and is hereby accorded to enter into contract with M/s. SVL Limited and to pay a management fee of Rs. 30,00,000 (Rupees Thirty Lakhs Only) per month for a further period of three years from April 01, 2017 to March 31, 2020.

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

Chennai
June 30, 2017

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 Friday, 04 August 2017 to Wednesday, 09 August 2017 (both days inclusive).
4. Members/Proxies should bring their Attendance slip duly completed for attending
5. 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.
6. 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.
7. 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.
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.

8. 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.
9. Members are requested to bring their copies of Annual Report to the meeting for their reference.

Notes for E-voting:

10. 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 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.
11. The e-voting period commences on Thursday, August 03, 2017 (9.00 a.m. IST) and ends on Tuesday, August 08, 2017 (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 Wednesday, August 02, 2017 may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
12. 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 07, 2017, have been considered.
13. Members who have acquired shares after the dispatch of this Notice and before the cut-off date (i.e. August 02, 2017) may approach the Company / CDSL for issuance of the User ID and Password exercising their right to vote by electronic means.
14. Voting rights of each member shall be reckoned as on the cut-off date which is August 02, 2017 and any recipient of this

notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

15. 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 02, 2017 shall not be eligible to vote either through E-voting or at Annual General Meeting.
16. 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.
17. 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.
18. 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 not later than three 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.
19. 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 Annual General Meeting (AGM) on or before August 11, 2017 and communicated to the BSE Limited ("BSE")

and National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed.

20. 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 Thursday, August 03, 2017 (9.00 a.m. IST) and ends on Tuesday, August 08, 2017 (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 02, 2017, 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.

	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. 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).

- (vii) If you are a first time user follow the steps given below:
- (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 at p.srinivasan@orientgreenpower.com or helpdesk.evoting@cdslindia.com.

By order of the Board of Directors

Chennai
June 30, 2017

P. Srinivasan
Company Secretary

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

Item No. 4

The members through the Postal Ballot Process on 28th March 2017 approved the re-appointment of Mr.S.Venkatachalam (DIN 06698233) as the Managing Director of the Company for a further period of 3 years from 23.09.2016 till 22.09.2019 on the remuneration approved by the Board of Directors and Nomination & Remuneration Committee, subject to such approval including the approval of the Central Government, if any. The Company has made the application to the Central Government seeking its approval for payment of remuneration to Mr.S.Venkatachalam.

The Ministry of Corporate Affairs (MCA) vide its Notification no. S.O. 2922(E) dated 12th September, 2016 had ammended the provisions of Schedule V to the Companies Act, 2013 by substituting section II in part II by doubling the limits of Remuneration payable by companies having no profit or inadequate profit without Central Government approval against the respective effective capital limits mentioned in Schedule V of the Act. Para (ii) of second proviso to Para (B) of Section II provides that limits specified under items (A) and (B) of this section shall apply, if the company has not committed any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial personnel. The above mentioned notification provides that in case of a default, the Company obtains prior approval from secured creditors for the proposed remuneration and the fact of such prior approval having been obtained is mentioned in the explanatory statement to the notice convening the general meeting.

Now, the Company has received No Objection certificate from the Secured Creditors ie. Yes Bank and State Bank of India, vide its Letter dated 4th October, 2016 and 19th June, 2017

respectively for payment of remuneration to Mr.S.Venkatachalam, Managing Director.

As per the aforesaid MCA notification dated 12th September, 2016, the approval of the Shareholders alone would suffice for payment of remuneration to Mr.S.Venkatachalam, Managing Director, the Board has approved to withdraw the application made earlier with Central Government in this regard.

No Objection Certificate from Yes Bank and State Bank of India, vide its Letter 4th October, 2016 and 19th June, 2017 is available for inspection at the Registered Office of the Company upto the date of AGM ie. 9th August 2017 during the working hours ie. 9.00 am to 5.00 pm

Brief profile of Mr.S.Venkatachalam is given below.

Mr.S.Venkatachalam, aged about 57 years, is a B. Tech from I.I.T. Kanpur and has earned his PGDBM from I.I.M. Bangalore. He is a Senior Management professional with over 32 years of comprehensive achievements across Business Development, Marketing, Manufacturing, and Profit Centre responsibilities with reputed Multi-nationals and large Indian Corporate Groups.

The statement as required under Schedule V of the Companies Act, 2013, is as below:

I. GENERAL INFORMATION:

a. Nature of Industry:

The Company is the one of the largest independent renewable energy-based power generation companies focused on developing, owning and operating a diversified portfolio of renewable energy power plants. The portfolio includes biomass, wind energy and small hydroelectric projects at various stages of development.

b. Date of Commencement of Commercial Production:

18th January, 2007

c. Financial Performance:

For the financial year 2015-16.

Financial Performance	(Rs. in Lakhs)
Sales/Income from Operations	4868.88
Operating Margin (PBT + Interest)	-667.66
EBITDA	891.52
PBT / (Loss before Tax) before Exceptional Items	(16851.24)
Net Margin (After Exceptional Items)	-12887.10
PAT / (Loss after Tax)	(16851.24)
EPS Before Exceptional Items (In Rs.)	-0.71
EPS After Exceptional Items (In Rs.)	-2.57
Total Assets	134851.05
Shares Outstanding (No.)	73979.97
Current Ratio	0.32
ROCE (PBIT/Effective Capital Employed)	-0.005

d. Export Performance and net foreign exchange collaboration: The Foreign exchange earning of the Company is Nil.

e. Foreign investments or collaborators, if any:

The Company has made investment in Statt Orient Energy Private Limited, Sri Lanka with 90% stake with 10% being held by the local partner. This company has made downstream investments in a step down subsidiary for development of a biomass unit in that country. Besides, the company has invested in a wholly owned subsidiary in Europe, Orient Green Power Europe B.V. for development of wind farms.

II. INFORMATION ABOUT APPOINTEE:

a. Background details:

Mr.S.Venkatachalam, aged about 57 years, is a B.Tech., from I.I.T. Kanpur and has done his PGDBM from I.I.M. Bangalore. He is a Senior Management professional with over 32 years of comprehensive

achievements across Business Development, Marketing, Manufacturing, and Profit Centre responsibilities with reputed Multi-nationals and large Indian Corporate Groups. He has extensive experience in domains of Strategic Initiatives, Manufacturing Systems, Business Development, M&A, Sales & Marketing, Strategic Sourcing and Profit Enhancement, across product lines and geographies, including Plastics, Packaging and Renewable Energy. He has widely travelled and has excellent cross-cultural exposure. A strong team-builder and performance-driver. Prior to joining, he was Chief Operating Officer in Batliboi EnXco Private Limited, which is a leader in O & M services in the Wind Industry. He was also associated with RRB Energy Ltd, Sintex Industries Ltd, DGP Windsor Ltd, ITC Ltd, (PPD) and Tata Steel

b. Past Remuneration:

Rs. 64,00,020/- p.a. drawn from Orient Green Power Company Limited.

c. Job Profile and its suitability:

Mr.S.Venkatachalam is a technocrat having around 32 years of diversified experience including in the Wind Energy Industry. In view of his rich experience, dynamism and recognition, the Board of Directors of the Company feels that Mr. S Venkatachalam would be the most efficient person and decided to extend his tenure as the Managing Director of the Company.

d. Remuneration Proposed:

Remuneration:

a. Salary

Basic salary is fixed at Rs. 2,65,000/-per month. The annual increment will be merit based and subject to necessary approvals.

b. Perquisites

In addition to the basic salary payable, Mr. S.Venkatachalam shall also be entitled to the following perquisites and allowances:

- i. House Rent Allowance (subject to a maximum of Rs. 1,32,500/- per month);
- ii. Special Allowance (subject to a maximum of Rs. 97,468/- per month);
- iii. Other Perquisites/ Allowances* (subject to a maximum of Rs. 14,900/- per month);
- iv. Provident Fund Contribution (subject to a maximum of Rs. 31,800 per month);

*Other Perquisites/Allowances includes Leave Travel Allowance, Medical Reimbursement and other allowances as may be approved by the Board.

In addition to the above, Mr. S. Venkatachalam is also entitled to Performance Bonus upto Rs.15,00,000 per annum subject to achievement of financial target for each financial year as may be agreed. Performance Bonus as indicated above would be subject to the evaluation and approval of the Remuneration and Compensation Committee of the Board of Directors.

e. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:

Currently, there are only few players apart from the Company in the renewable energy business. The Company's business has a long gestation period and is highly capital intensive in nature requiring large out-flows of funds. In order to effectively oversee the implementation of the projects as well as the operations of the running plants, the Company requires strong and exceptionally proven and experienced managerial personnel to monitor and successfully manage the interest of the Company. Considering Mr. S Venkatachalam's experience and keeping in mind the requirements of skills and effective leadership required to drive the challenging business, the remuneration proposed is considered to be moderate in comparison to the remuneration packages

of senior level personnel in other similar Companies in the Industry. The Remuneration Committee consisting of three non-executive Directors, after elaborate discussions, has approved the proposed remuneration.

f. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr.S.Venkatachalam is not having any interest in the capital of the Company, directly or indirectly or through any other statutory structures or having any direct or indirect interest or related to the directors or promoters of the Company at any time during last two years before and has no other pecuniary relationship with the Company or with the managerial personnel, except the remuneration being paid to him as Managing Director of the Company.

III. OTHER INFORMATION:

a. Reasons for loss or inadequate profit:

The Company is one of the leading Independent renewable energy based power generation company focused on developing, owning and operating a diversified portfolio of renewable projects. Currently the portfolio includes, biomass, biogas, wind energy and small hydroelectric projects at various stages of development.

As of March 31 2016, our total portfolio of operating projects included 531 MW of aggregate installed capacity, which comprised of 425 MW of wind energy projects and 106 MW of biomass projects.

The Net total consolidated revenue including other operating income for the year decreased by 21% to reach Rs.388 Crore as against Rs.493 Crore, mainly driven by low wind during the wind season coupled with low grid availability during the year. Consequently, the Consolidated EBITDA excluding other income and exceptional items for the year was at Rs. 97 Crores against Rs. 176 Crores for the previous fiscal.

However the Company reported a loss of Rs.168.52 Crore on a standalone basis and Rs.340.32 Crore on a consolidated basis for the year ended 31st March 2016 mainly due to low wind during the season, low grid availability and high interest cost of Rs. 277.28 Crore on account of additional borrowings and enhanced capacities, as well as firming up of interest rate. The Company has undertaken few initiatives which should help to reduce to lower the interest outgo in the coming years. The loss was also on account of delayed clearances and approvals for some of the projects which are being implemented. The benefit of utilisation of the full capacity expansion would be felt in the coming years.

Also, the company has initiated a corporate restructuring exercise during the year to hive off the Biomass business and concentrate on the Wind business of the company. This effort is expected to reduce the losses from the biomass business. Also the company has initiated debt restructuring which enables the company to effectively utilize the funds for the management of the company and capacity enhancement.

b. Steps taken or proposed to be taken for improvement:

The Company is confident about the prospects of the business going forward as some of the strategies which we have been working on will help us to address most of the problems which had affected the smooth functioning of the business. The company is closely working on completing its on-going projects in a time bound manner and this

should result in improved sales and margins in the coming years.

c. Expected increase in productivity and profits in measurable terms:

The new capacities will also lead to an increase in the proportion of new assets in the overall wind portfolio. Newer assets will help the Company to deliver higher PLF's given their ability to harness wind power at lower wind speeds. Further since most of the new planned capacities will be available for majority of the wind season next year, it would lead to better performance for wind business vertical. The Company is also taking steps at improving the performance of the biomass business which has been facing headwinds in the form of lack of adequate feed stock supplies coupled with high prices of the same. To counter the same, the Company have started Energy Planation on available lands. Apart from this, the company is also working with local farmers in the neighbouring area of the biomass project to do contract farming of the company's surplus land. The Company is confident that these moves will make significant contribution to the business going forward.

No Director except Mr.S.Venkatachalam is in any way concerned or interested in the aforesaid Resolution.

The Board of Directors recommends the resolution for your approval as a Special Resolution.

The given particulars of his appointment and remuneration as stated above, may be treated as an Abstract pursuant to Section 197 of the Companies Act, 2013

Details of Director seeking re-appointment through special resolution (pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) is as follows:

Name of the Director	S.Venkatachalam
DIN	06698233
Date of Birth	17 th August 1959
Nationality	Indian
Date of appointment on the Board	23 rd September 2013
Date of re-appointment on the Board	11 th August 2016

Brief resume of the director	B.Tech. (IIT) PGDBM (IIM Bangalore)
Nature of his expertise in specific functional areas;	A Senior Management professional with over 31 years of comprehensive achievements across Business Development, Marketing, Manufacturing, and Profit Centre responsibilities with reputed Multi-nationals and large Indian Corporate Groups. Extensive experience in domains of Strategic Initiatives, Manufacturing Systems, Business Development, M&A, Sales & Marketing, Strategic Sourcing and Profit Enhancement, across product lines and geographies, including Plastics, Packaging and Renewable Energy. Widely travelled and excellent cross-cultural exposure. A strong team-builder and performance-driver. Domain experience across functional verticals are : His last stints in RRB Energy Ltd. and Batliboi Enxco Ltd. would be specifically relevant to the company considering the similar line of business. His experience in managing businesses independently as profit centres would significantly help in contributing towards the growth and profitability of the company.
Disclosure of relationships between directors inter-se	Not Applicable
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Shareholding of non-executive directors	Nil
No. of meetings of the board attended during the year	5 (Five)

A copy of the appointment letter of Mr.S.Venkatachalam setting out the terms and conditions of his appointment is available for inspection at the Company's Registered Office during normal business hours on working days upto August 8, 2017.

The Board recommends the resolution set forth in the above item for the approval of the members by way of Special Resolution.

Item No.5

M/s. SVL Limited (SVL), the flagship Company of the Non-Financial business (NFS) of Shriram group is the Promoter of OGPL. Besides financial support by way of investment and loans, SVL has also been providing various support functions to OGPL on an on-going basis. SVL has employed specialists/senior professionals/consultants to actively participate in the management and advise its investee companies on operational as well as strategic matters on a continuous basis

and this has helped to build value for each and every company in the Non-Financial Services business, including M/s. Orient Green Power Company Limited (OGPL).

Corporate functions including investment/divestment, treasury, financial management, accounting policies, risk management and mitigation plans, legal services, IT services, taxation reviews, investor relations management and management reporting and review were also extended to OGPL by SVL.

During the year 2014, members had approved to pay the management fee of Rs.30.00 Lakhs per month to SVL for a period of three years from April 01, 2014 to March 31, 2017.

Considering the nature of the continuous support being provided and the value obtained as a result of such support, the Board recommends the payment of management fees of Rs. 30.00 Lakhs per month for a further period of 3 years

from April 01, 2017 to March 31, 2020 to the members for their approval.

The Board evaluated the proposal and found that the proposal is reasonable and compares favourably and therefore is on an arms length basis.

As per the provision of Section 188 of the Companies Act 2013, and SEBI (LODR), no such contract or arrangement with a related party can be entered without obtaining the prior approval of the shareholders by way of Ordinary Resolution.

The copy of the agreement executed with SVL Ltd is available for inspection during the business hours on working days at the Registered Office upto August 8, 2017

Mr. T Shivaraman, Director of the Company who is also the Managing Director of SVL, is concerned or interested in the above said resolution.

SVL, one of the promoter of the Company is concerned or interested in the above said resolution and as per Section 188 of the Companies Act, 2013 is refrained from participating in this particular business.

Apart from the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolutions set out in Item No. 5 above.

As per regulation 23 of the SEBI (LODR) all the related parties shall abstain from voting.

Details of Director seeking re-appointment at the Tenth Annual General Meeting (Pursuant to Regulation 36 (3) of the SEBI (LODR) Regulations, 2015)

Profile of the Director seeking reappointment:

Mr. S. Srinivasan, aged 51 years, has been our Director since February 13, 2012. He is a Mechanical Engineer with a MBA from IRMA, Anand. He is also a Cost & Management Accountant. He has overall business experience of about 24 years. Prior to joining Shriram Group, he was the Head of Global emerging Market for Mylan Inc., USA, one of the world's largest Generic Pharmaceutical Companies and was also Managing Director and Chief Executive Officer of Matrix Laboratories Limited, Indian subsidiary of Mylan Inc. He also played a key role in the rapid growth achieved by Matrix, organically as well as through Mergers and Acquisitions.

He was appointed as an Additional Director into the board w.e.f. February 13, 2012.

S. No	Name of the Company	Position	Committee Membership/ Chairmanship
1	Take Solutions Limited	Director	1
2	Eywa Pharma Private Limited	Director	Nil
3	Yantra Consultancy Services Private Limited	Director	Nil
4	Zista Pharma LLP	Designated Partner	Nil

Disclosure of relationships between directors inter-se: Nil

No. of meetings of the board attended during the year: 4 (Four)

Shareholding in the Company: 1000 Equity Shares

By order of the Board of Directors

Chennai
June 30, 2017

P. Srinivasan
Company Secretary



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

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 **TENTH ANNUAL GENERAL MEETING** of the Company to be held on Wednesday, 9th August, 2017 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
Ordinary Business:	
1	To consider and adopt the Audited Financial Statements (Standalone and Consolidated Financial Statements, including Cash Flow Statement) of the Company for the Financial Year ended 31 March, 2017, and reports of the Board of Directors' and Auditors thereon.
2	To appoint a Director in place of Mr. S. Srinivasan who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3	To appoint M/s G.D.Apte & Co, Chartered Accountants, Pune (Firm Registration No. 100515W), as Statutory Auditors of the Company for a period of 5 years from the conclusion of this 10 th Annual General Meeting until the conclusion of 15 th Annual General Meeting.
Special Business:	
4	To approve the Reappointment of Mr. S.Venkatachalam, as the Managing Director of the Company for a further period of 3 years
5	To approve the payment of Management Fee to SVL Limited

Signed this.....day of.....2017.

.....
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



