



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 ELEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting of the Company will be held on Thursday, 26 July 2018 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), of the Company for the Financial Year ended 31 March, 2018, and reports of the Board of Directors' and Auditors thereon.
2. To appoint a Director in place of Mr.R.Sundara Rajan (DIN: 00498404) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of 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 Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on August 9, 2017, the appointment of M/s. G.D.Apte & Co, Chartered Accountants, Pune (Firm Registration No. 100515W) as the Statutory Auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019, as may be determined by the audit committee in consultation with the auditors.

By order of the Board of Directors

Chennai
May 3, 2018

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 Wednesday, 18 July 2018 to Thursday, 26 July 2018 (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 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.
6. 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.
7. 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. 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.

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) 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.
11. The e-voting period commences on Friday, July 20, 2018 (10.00 a.m. IST) and ends on Wednesday, July 25, 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 which shall be Wednesday, July 18, 2018 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 June 22, 2018 have been considered.
13. Members who have acquired shares after the dispatch of this Notice and before the cut-off date (i.e. July 18, 2018) 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 July 18, 2018 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. July 18, 2018 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 July 28, 2018 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 Friday, July 20, 2018 (10.00 a.m. IST) and ends on Wednesday, July 25, 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 July 18, 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 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: 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 secretarial@orientgreenpower.com or helpdesk.evoting@cdslindia.com.

By order of the Board of Directors

Chennai
May 3, 2018

P. Srinivasan
Company Secretary

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

Profile of the Director seeking reappointment:

Mr. R Sundara Rajan (DIN 00498404)

Mr. R. Sundara Rajan, Director of the Company since January 2010. He is graduated as a Mechanical Engineer from the Jadhavpur University, Calcutta. Further, he completed his Master of Business Administration degree from the Indian Institute of Management, Ahmedabad.

He is also a Chartered Engineer and Associate of the Insurance Institute of India. Mr. Sundara Rajan is currently an advisor to the Shriram Group of companies, Chennai. With a career spanning over three decades, he has hands on experience in pharmaceutical marketing, pharmaceutical projects and setting up foreign collaboration ventures in India.

He was first appointed as an Additional Director on January 28, 2010.

S. No	Name of the Company	Position	Committee Details	
			Chairmanship	Membership
1	NAMO Technology Ventures India Private Limited	Director	-	-
2	Take Solutions Limited	Director	AC, NRC	SRC, CSR
3	Shriram EPC Limited	Director	SRC	AC, NRC
4	Rambal Limited	Director	-	AC, NRC
5	Shriram Asset Management Company Limited	Director	-	-
6	Shriram Credit Company Limited	Director	-	-
7	Medispan Limited	Director	-	-
8	Tenshi Life Care Private Limited	Director	-	-

Audit Committee: AC

Nomination and Remuneration Committee – NRC

Stakeholder’s Relationship Committee: SRC

Corporate Social Responsibility Committee – CSR

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. R Sundara Rajan holds directorship and committee membership:

Directorship: 4

Committee Membership: 9

Shareholding in the Company: 64,846

By order of the Board of Directors

Chennai
May 3, 2018

P. Srinivasan
Company Secretary



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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 **ELEVENTH ANNUAL GENERAL MEETING** of the Company to be held on Thursday, 26th July, 2018 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	Adoption of Financial Statements for the Financial Year ended 31 March, 2018.
2	Appointment of Mr. R Sundara Rajan as a director liable to retire by rotation
3	Ratification of the appointment of M/s G.D.Apte & Co, Chartered Accountants, Pune as Statutory Auditors of the Company.

Signed this.....day of.....2018.



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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



