



ORIENT GREEN POWER COMPANY LIMITED

17th August 2016

Mr. Vishnu Vyas
The National Stock Exchange of India Limited
Listing Compliance

Sub: Clarification_GREENPOWER

Ref: NSE mail dated 12th August 2016

Dear Sir,

This is with reference to the above captioned subject and reference, we wish to clarify the following with respect to acquiring 26% equity shares of its subsidiary, viz. SPGEN & SNCEL from the Group Captive Customers.

S.No.	Details asked for	Clarifications
1	Name of the target entity, details in brief such as size, turnover etc;	Shriram Powergen Private Limited (SPGN) and Shriram Non-conventional Energy Private Limited (SNCL) SPGN is in the business of manufacturing and distribution of Power. The plant is situated at Sempatti, Dindugal, State of Tamilnadu. The turnover for the year ended 31st March 2016 is Rs. 7.99 Crores. 74 % of the Equity Shares are held by the Orient Green Power Company Limited (holding Company) and balance 26% were held by the Group Captive Customers. The Company was selling power to its Group Captive Customers and now the plant is not in operation, OPGL has decided to acquire the shares held by the Group Captive Customers. SNCL is in the business of manufacturing and distribution of Power. The plant is situated at Kuruchi, Tanjore District, State of Tamilnadu. The turnover for the year ended 31st March 2016 is Rs. 0.79 Crores. 74 % of the Equity Shares are held by the Orient Green Power Company Limited (holding Company) and balance 26% were held by the Group Captive



		Customers. The Company was selling power to its Group Captive Customers and now the plant is not in operation, OPGL has decided to acquire the shares held by the Group Captive Customers.
2	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	Orient Green Power Company Limited (OGPL) is in the business of Power generation based on the Renewable Sources. OGPL is acquiring the Shares of its Subsidiaries via SPGN and SNCL from Group Captive Customers. OGPL is a Listed Entity, and its shares are listed both in BSE and NSE. <u>3 years Turnover of OGPL:</u> 31st March 2016 – 6.57 Crores 31st March 2015 -10.29 Crores 31st March 2014 – 48.64 Crores
3	Cost of acquisition or the price at which the shares are acquired	Rs.10/- per share
4	Whether the acquisition would fall within related party transactions and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	No related party transaction, since the acquisition of shares are from the Group Captive Customers (third party)
5	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash
6	Industry to which the entity being acquired belongs;	Green Energy - Power
7	Indicative time period for completion of the acquisition;	one month



8	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The target entity has enter into an agreement with third party to sell the power and as per Electricity Act 2003, the energy can be sold only to the members of the company and so OGPL has disinvested 26% of their holding in the target company to Group Captive Customer and now target company has terminated the contract with the Group Captive Customers since the plant of both SPGN and SNCL is not in operation at full capacity and in addition to that Renewable Energy Certificate (REC) benefit has been withdrawn for both the Companies by the regulatory authorities. Consequent to this, both SPGN and SNCL has terminated the power purchase agreement with the Group Captive Customers. OGPL, the holding Company is now acquiring the shares from the existing Group Captive Customers to the extent of 26% for the above said reasons.
9	Brief details of any governmental or regulatory approvals required for the acquisition;	The acquisition of the shares by OGPL from the Group Captive Customers are within the powers of the Board. OGPL Board has approved the transaction at its meeting held on 11th August 2016.

Hope this clarifies your concern.

For Orient Green Power Company Limited



P Srinivasan

Company Secretary & Compliance Officer

