



ORIENT GREEN POWER COMPANY LIMITED

Regd. Office : Sigappi Achi Building, 4th Floor, 18/3 Rukhmini Lakshmipathi Road, Egmore, Chennai - 600008.

Notice of Postal Ballot pursuant to Section 192A of the Companies Act, 1956

To

The Members,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011, for seeking the approval of the Shareholders to pass the proposed Special Resolution appended below by way of Postal Ballot. The Explanatory Statement pertaining to the said Resolution setting out material facts is annexed hereto along with the Postal Ballot Form for your consideration.

- 1. Appointment of Mr S.Venkatachalam, the Chief Executive Officer as the Managing Director of the Company for a period of 3 (Three) years .**

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 and Schedule XIII thereto (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to the approval(s), permission(s) and/or sanction(s) as may be necessary, the consent and approval of the Company be and is hereby accorded for the appointment of Mr.S.Venkatachalam as the Managing Director of the Company for a period of 3 (Three) years from September 23, 2013 to September 22, 2016 on the remuneration as set out below:-

Remuneration:

a. Salary

Basic salary is fixed at Rs.265,000/-per month. The annual increment will be on merit based and subject to necessary approvals.

b. Perquisites

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

- House Rent Allowance (subject to a maximum of Rs. 1,32,500/- per month);
- Special Allowance (subject to a maximum of Rs.92,485/- per month);
- Medical Reimbursement (subject to a maximum of Rs.15,000/- per annum);
- Conveyance Allowance (subject to a maximum of Rs.9,600 per annum)
- Books and Periodicals (subject to maximum of Rs.12,000 per annum)
- Leave Travel Allowance (subject to a maximum of Rs.100,000/- per annum);
- Company's Contribution to Provident Fund as per the rules of the Company, Gratuity, leave and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to between the Board of Directors of the Company and Mr. S. Venkatachalam;
- Provision of Company maintained car;
- Helper Allowances (subject to a maximum of Rs.7,500/- per month);
- Provision of Telephone at residence (subject to a maximum of Rs.1,000/- per month);
- Reimbursement of entertainment expenses and mobile expenses incurred by him for the purposes of the business of the Company.

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

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

- 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 (3) (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.

- 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.

5. a. 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.
- b. Overall Remuneration:-The aggregate of Salary and Perquisites including the performance bonus in any Financial Year during currency of the tenure shall not exceed the limits prescribed under Section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act, as amended from time to time.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded, that where in any Financial Year during the currency of 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) per annum be paid to him as minimum remuneration, with the approval of Central Government if any, in accordance with the provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions of the Companies Act, relating to the payment of remuneration to the managerial personnel, 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 for giving effect to this resolution, the Board of Directors (which term shall be deemed to include any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubts that may arise.

By Order of the Board

Place: Chennai
Date: 23rd September 2013

P.Srinivasan
Company Secretary

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 ("the Companies Act, 2013") and other applicable provisions of the Companies Act, 2013 and Companies Act, 1956 (as amended, "the Companies Act, 1956"), to the extent applicable in respect of the business specified above is annexed hereto.
2. In terms of Section 192 A of the Companies Act, 1956 read with the Companies (Passing of Resolution by postal Ballot) Rules, 2011, the business set out in the notice above is sought to be passed by postal ballot.
3. The Board has appointed Mrs. B. Chandra, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
4. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before 5.00 P.M on or before 2nd December 2013. Any postal ballot form received after this date shall be treated as if the reply from the shareholders has not been received.
5. The shareholders are required to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the postal ballot form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode is not being provided by the Company.
6. The special resolution mentioned above shall be declared as passed if the number of votes cast in favour of the resolution is three times than the votes, if any, against the said resolution.
7. The Scrutinizer will submit her report to either to Mr. T. Shivaraman, Vice Chairman or Mr. P Srinivasan, Company Secretary of the Company after completion of the scrutiny and the results of the postal ballot will be announced by Mr. T. Shivaraman, Vice Chairman or Mr. P Srinivasan, Company Secretary or any one of the Directors of the Company on Wednesday, 4th December, 2013 -at 02.00 P.M. at D-17, Sipcot Industrial Complex, Gummidipoondi-601201, Thiruvallur district. The date of declaration of the postal ballot result will be taken to be the date of passing both the Special Resolutions.
8. The results of the postal ballot will be published in one English Newspaper with nationwide circulation and in one Tamil Newspaper for the information of members, and will also be informed to the stock exchanges where the equity shares of the Company are listed.

By order of the Board

Place: Chennai
Date: 23rd September 2013

P Srinivasan
Company Secretary

Statement to be annexed to the notice

As required under Section 102 of the Companies Act, 2013 ("the Companies Act, 2013") and other applicable provisions of the Companies Act, 2013 and Companies Act, 1956 (as amended, "the Companies Act, 1956"), to the extent applicable, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approving appointment of Mr.S.Venkatachalam as the Managing Director of the Company for a period of 3 years.

Mr.S.Venkatachalam, aged about 54 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 29 years of comprehensive achievements across Business Development, Marketing, Manufacturing, and Profit Centre responsibilities with reputed Multi-nationals and large Indian Corporate Groups.

The Board, at its meeting held on 23rd September, 2013 appointed him as the Managing Director for a period of three years from September 23, 2013 to September 22, 2016 at a remuneration (including performance Bonus) of Rs.80,00,020 (Rupees Eighty Lakhs Twenty only) per annum and has proposed to pay the above remuneration as the Minimum Remuneration which, in the event of absence or inadequacy of profits of the Company in any financial year during the period of three years from the date of his appointment, i.e. with effect from 23rd September 2013, would be in excess of the maximum remuneration payable to him as an Managing Director as specified in Schedule XIII to the Companies Act, 1956 and therefore will require approval of the members and also the Central Government if any in terms of Section 198(4) read with Schedule XIII of the Companies Act, 1956.

A copy each of the resolution passed by the Board at the meeting held on September 23, 2013 and the Statement pursuant to Section 302 of the Companies Act, 1956 circulated to the shareholders, as referred to above, are available for inspection by members at the Registered Office of the Company during the office hours on any working day, except Sundays and third Saturday of the month, between 11.00 A.M. and 1.00 P.M. upto 2nd December 2013.

As the above mentioned remuneration payable to Mr. S. Venkatachalam would be in excess of the limits prescribed under Schedule XIII read with relevant provisions of Companies Act 1956, the special resolution is proposed for the approval of the shareholders.

As the appointment of Mr S.Venkatachalam is subject to the approval of Central Government, information / statements pursuant to Paragraph (C) of Section II of Part II of Schedule XIII of the Companies Act, 1956 are given hereunder:

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 Service:** 18th January, 2007
- c. **Financial Performance:** for the financial year 2012-13 (Rs. Lakhs)

Revenue

EBITDA	199.65
PBT / (Loss before Tax) before Exceptional Items	(1,973.13)
PAT / (Loss after Tax)	(1,686.54)
EPS Before Exceptional Items (In `)	(0.42)
EPS After Exceptional Items (In `)	(0.36)
Total Assets	164,158.75
Shares Outstanding (No.)	4,680.78

Financial Performance

Sales/ Income from Operations	4,388.09
Operating Margin (PBT + Interest)	105.37
Net Margin (After Exceptional Items)	(1,686.54)

Balance Sheet

Current Ratio	0.47
ROCE (PBIT/Effective Capital Employed)	0.07%
Revenue Per Share	1.30 (Total Revenue/No of Shares)
EPS (Before Exceptional Items)	(0.42)

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

Particulars	Amount in Rs.	
	2012-13	2011-12
Foreign Exchange Earned from sale of stake in overseas entity	450,545,598	NIL
Outgo of foreign exchange value of imports (CIF)		
Capital Goods	NIL	NIL
Expenditure in Foreign Currencies	2,776,065	4,439,880
Remittances of Dividend	NIL	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 54 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 29 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 our company, 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. Job Profile and its suitability: .Mr.S.Venkatachalam is a technocrat having around 29 years of diversified experience including in the Wind Energy Industry. In view of his rich experience, dynamism and recognition, the Board of Directors the Company feels that Mr.Venkatchalam would be the most competent person to be appointed as the Managing Director of the Company. Mr. Venkatachalam brings along with him unparalleled industry insight, exemplary managerial capability and high domain expertise which will continue to help the Company to achieve its desired objectives and will contribute significantly towards the progress of the Company.

c Remuneration Proposed:

Remuneration:

a. Salary

Basic salary is fixed at Rs.265,000/-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.92,485/- per month);
- iii. Medical Reimbursement (subject to a maximum of Rs.15,000/- per annum);
- iv. Conveyance Allowance (subject to a maximum of Rs.9,600 per annum)
- v. Books and Periodicals (subject to maximum of Rs.12,000 per annum)
- vi. Leave Travel Allowance (subject to a maximum of Rs.100,000/- per annum);
- vii. Company's Contribution to Provident Fund as per the rules of the Company, Gratuity, leave and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to between the Board of Directors of the Company and Mr.S.Venkatachalam;
- viii. Provision of Company maintained car;
- ix. Helper Allowances (subject to a maximum of Rs.7,500/- per month);
- x. Provision of Telephone at residence (subject to a maximum of Rs.1,000/- per month);
- xi. Reimbursement of entertainment expenses and mobile expenses incurred by him for the purposes of the business of the Company.

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.

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.

d. Overall Remuneration

The aggregate of Salary and Perquisites & Performance Bonus in any Financial Year shall not exceed the limits prescribed under Section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as amended from time to time or any statutory modification thereof.

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.

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 a 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 2013, our total portfolio of operating projects included 400 MW of aggregate installed capacity, which comprised of 339 MW of wind energy projects and 61 MW of biomass projects.

The Net total consolidated revenue including other operating income for the year increased by 74% to reach Rs.435 Crore as against Rs.250 Crore, mainly driven by increase in capacities, wind availability coupled with tariff increase across the board. Consolidated EBITDA excluding other income and exceptional items for the year was at Rs. 211 Crores and was significantly higher than the EBITA of Rs. 93 Crore in the previous fiscal. EBITDA margin improved significantly from 37.2% in last fiscal year 2012 to 48.5% due to improved PLF and realisations and inspite of increase in fuel cost in the biomass side and a levy of O & M and transmission and distribution charges in the wind business.

However the Company reported a loss of Rs.16.87 Crore on a standalone basis and Rs.69.89 Crore on a consolidated basis for the year ended 31st March 2013 mainly due to high interest cost of Rs. 189 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 is also due to increase in depreciation from Rs.66 Crores to Rs.110 Crores during the year and it has increased primarily due to increased capacities. 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.

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. The company's immediate target is to complete the on-going 300MW in the wind business and 46 MW in the biomass business. In addition to that, the Company has undertaken few initiatives which should help to reduce to lower the interest outgo in the coming years. One such initiative taken in the Financial Year 2012-13 has been to go in for External Commercial Borrowing (ECB) for USD 35 Million to part fund the expansion activities and this has been fully hedged at lower interest rate than that applicable for normal rupee borrowing.

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 302 of the Companies Act, 1956

Details of Director seeking appointment through postal ballot (pursuant to Clause 49 of the Listing Agreement) as on 23rd September 2013 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
Qualifications	B.Tech. (IIT) PGDBM (IIM Bangalore)
Experience and expertise in specific functional area	A Senior Management professional with over 29 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 BatliboiEnxco 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.
List of Directorship held in other Companies	NIL

தினபுமி சென்னை 2.11.2013

ORIENT GREEN POWER COMPANY LIMITED

Regd. Office : 4th Floor, Sigappi Achi Building,
18/3, Rukmini Lakshmipathi Road,
Egmore, Chennai 600 008.

DESPATCH OF POSTAL BALLOT FORMS

NOTICE is hereby given to the Members of the Company that Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, despatch of Postal Ballot Forms have been completed on 30th October 2013 with regard to Special Resolution No.1 for seeking approval of the Shareholders for appointment of Mr. S. Venkatachalam, the Chief Executive Officer as the Managing Director of the Company. The completed ballot papers duly signed may be returned to the Scrutinizer in the Postage Pre-paid Envelope on or before 05.00 P.M. on 02nd December, 2013.

Place : Chennai
Date : 02.11.2013

By Order of the Board

P. Srinivasan
Company Secretary

CHENNAI

THE HINDU • BUSINESS LINE
SATURDAY, NOVEMBER 2, 2013

ORIENT GREEN POWER COMPANY LIMITED

Regd. Office : 4th Floor, Sigappi Achi Building,
18/3, Rukmini Lakshmipathi Road,
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Place : Chennai
Date : 02.11.2013

By Order of the Board

P. Srinivasan
Company Secretary