



**ORIENT GREEN POWER COMPANY LIMITED**

29<sup>th</sup> May 2019

**The BSE Limited  
Corporate Relations Department,  
P.J. Towers,  
Dalal Street,  
Mumbai-400 001.  
Scrip Code: 533263**

**The National Stock Exchange  
of India Limited  
Department of Corporate Services,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra-Kurla Complex,  
Mumbai-400 051.  
Scrip Code: GREENPOWER**

Dear Sirs,

**Sub: Disclosure under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2019**

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CJR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019, we enclose herewith the Annual Secretarial Compliance report issued by M/s. M Alagar & Associates, Company Secretaries for the year ended 31st March 2019.

This is for your information and records.

**Thanking you.**

Yours faithfully,

**For Orient Green Power Company Limited**

**P Srinivasan  
Company Secretary & Compliance Officer**



**Encl: as above**

**SECRETARIAL COMPLIANCE REPORT OF ORIENT GREEN POWER LIMITED FOR THE YEAR ENDED MARCH 31, 2019**

I, M. Alagar have examined:

- a) All the documents and records made available to us and explanation provided by Orient Green Power Limited ("the listed entity").
- b) The filings/ submissions made by the listed entity to the stock exchanges.
- c) Website of the Listed Entity
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

and circulars/ guidelines issued there under;



and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks
Nil			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ ~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No	Action taken	Details of violation	Details of action taken	Observations/ remarks
Not Applicable				

- d) The listed entity has taken the following actions to comply with the observations made in previous reports-

Sr. No	Observations in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2019	Actions taken by the listed entity, if any	Comments on the actions taken by the listed entity
Not Applicable				

For M.Alagar & Associates



*M. Alagar*

**M. Alagar**  
**FCS No: 7488**  
**CoP No.: 8196**

**Place:** Chennai  
**Date:** April 26, 2019