



OPG POWER GENERATION PVT. LTD.
CIN : U40109TN2005PTC055442

19th December, 2022

BSE Ltd.

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai- 400 001.

Dear Sir/Madam,

Scrip Code : 9850PG23 | 959670

ISIN : INE0D8F07014

Sub:- Notice of Extraordinary General Meeting of the shareholders of OPG Power Generation Private Limited ("Company")

Ref:-Regulation 50 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above subject, we wish to inform you that in compliance with the provisions of the Companies Act, 2013 and SEBI Regulations, as may be applicable, an Extraordinary General Meeting ("EGM") of the shareholders of the Company is scheduled to be held on Monday, the 26th day of December, 2022 at the Registered Office of the Company at OPG Nagar, Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi, Thiruvallur- 601201 at 11:00 A.M. to transact the business as mentioned in the Notice convening the said Extraordinary General Meeting. A copy of the EGM Notice is enclosed herewith for your kind reference.

The EGM Notice is also being made available on the website of the Company at www.opgpower.com.

Kindly take the above information on record and confirm compliance.

Thanking you,

Yours faithfully,

For OPG Power Generation Private Limited

Ajit Pratap Singh
Executive Director
(DIN-02655932)



Encl : as above

Reg. Off.: OPG Nagar, Periya Obulapuram Village, Nagaraja Kandigai,
Madharapakkam Road, Gummidipoondi, Thiruvallur, TamilNadu, India-601201.

E-mail : admin@opgpower.com Website : www.opgpower.com

OPG Power Generation Private Limited

CIN : U40109TN2005PTC055442

Regd Off: OPG Nagar, Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi Thiruvallur TN 601201

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the shareholders of OPG Power Generation Private Limited will be held on Monday, the 26th day of December 2022 at 11:00 A.M. at the Registered Office of the Company at OPG Nagar, Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi Thiruvallur TN 601201 to transact the following business :-

SPECIAL BUSINESS

Item No.1- Approval for Issue and Allotment of Secured, Listed, Rated, Redeemable, Market Linked Debentures on Private Placement Basis and other Debt Instruments:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) (the "**Act**"), the Foreign Exchange Management Act, 1999, (as amended from time to time) and subject to rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable rules, regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Depositories Act, 1996, Indian Stamp Act, 1899, as amended, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and provisions of the listing agreements entered into with the stock exchanges (the "**Stock Exchanges**") where the securities of the Company may be listed and subject to such approvals, consents, permissions and sanctions as may be required from Government of India, SEBI, RBI, Stock Exchanges or any other regulatory or statutory authority as may be required ("**Appropriate Authority**") and subject to such conditions and/or modifications as may be prescribed or imposed by the Appropriate Authority while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee (s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), approval of the members of the Company be and is hereby accorded to the Board of Directors to:

- (a) create, offer, invite for subscription, issue and allot, from time to time, listed, rated, principal protected, senior, secured, redeemable, market linked debentures (or such other forms of debentures as may be determined) having a face value of Rs. 10,00,000/- (Rupees Ten Lakh only) each for cash ("**Debentures**") to be issued in one or more tranches and/ issues and/Series ("**Tranches**" / "**Issues**" / "**Series**"), at par, at such interest rate as may be determined, payable at such frequency as may be determined, subject to deduction of taxes at source in accordance with applicable law, with or without gross up, and for such maturity (subject to applicable law) as may be determined, on a private placement basis to Funds managed by Companies, Bodies Corporates (incorporated in India)/Financial Institutions/NBFCs/Statutory Corporations including Public Sector Undertakings, Commercial Banks, Resident Individuals (including Partnership Firms

OPG Power Generation Private Limited

CIN : U40109TN2005PTC055442

Regd Off: OPG Nagar, Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi Thiruvallur TN 601201

and HUF), Regional Rural Banks, Insurance Companies, Mutual Funds/Alternative Investment Fund (AIF) and any other Investors, including Funds managed by Vivriti Asset Management Private Limited and its group companies, so authorized/permitted to invest in accordance with the eligibility criteria applicable to them respectively as per current regulations (being the identified persons for the purposes of Section 42 of the Act) ("**Investors**") for raising debt for such purposes as may be determined and/or availing facilities in the form of loans, working capital/term loan facilities, issuance of bonds for an amount upto INR 200,00,00,000/- (Indian Rupees Two hundred crore only) ; and

- (b) securing the amounts to be raised pursuant to the issue of the Debentures or any Tranche / Issue/Series together with all interest and other charges thereon (up to such limits and security cover as may be agreed and within such timelines as may be agreed) by one or more of the following:
- (i) a first charge [on a *pari passu* basis] on all the fixed assets (movable and immovable) of the company both present and future including land admeasuring 91.425 acres;
 - (ii) a second charge on *pari passu* basis on the entire current assets of the Company, both present and future;
 - (iii) a first exclusive charge on the Debt Service Reserve Account ("**DSRA**") created and maintained by the Company in respect of the Debentures; and
 - (iv) any other security/ contractual comfort as maybe mutually agreed upon between the Debenture Trustee/ Debenture Holders and the Company

(Hereinafter, (i) to (iv) above are collectively referred to herein as the "**Security**")

"RESOLVED FURTHER THAT subject to and in accordance with the provisions of the Act, Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary including delegation of powers extended unto the Board herein, and with further powers on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the members of the Company."

By order of the Board of Directors
For OPG Power Generation Private Limited

Sd/-

Ajit Pratap Singh
Executive Director
DIN : 02655932

Date : 19th December 2022

Place : Gummidipoondi

Notes:

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY SHALL BE A MEMBER OF THIS COMPANY OF THE SAME CLASS OF SHARES. PROXY (IES) SHALL BE ENTITLED TO VOTE ON A POLL.**

OPG Power Generation Private Limited

CIN : U40109TN2005PTC055442

Regd Off: OPG Nagar, Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi Thiruvallur TN 601201

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.

The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the company, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A Proxy Form for the Extraordinary General Meeting is enclosed herewith along with Notice.

2. Explanatory Statement pursuant to Section 102 of the Act with respect to the Special Business set out in the Notice is annexed hereto.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members and Proxies are requested to bring the Attendance Slip enclosed herewith, duly completed and signed for attending the meeting.
5. Members are requested to quote their Registered Folio Number on all correspondences with the Company.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days during normal business hours up to the date of the Extraordinary General Meeting.
7. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations are requested to submit their requests in Form SH-13.
8. The route map showing directions to reach the venue of the General Meeting is annexed.

By order of the Board of Directors
OPG Power Generation Private Limited

Sd/-

Ajit Pratap Singh
Executive Director
DIN : 02655932

Date : 19th December 2022
Place : Gummidipoondi

OPG Power Generation Private Limited

CIN : U40109TN2005PTC055442

Regd Off: OPG Nagar, Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi Thiruvallur TN 601201

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to business mentioned under Item No. 1 of the accompanying Notice:

Item No.1- Approval for Issue and Allotment of Secured, Listed, Rated, Redeemable, Market Linked Debentures on Private Placement Basis and other Debt Instruments:

Considering the Company’s future growth plans and funding requirements, it is proposed to borrow and raise funds by way of Loans, working capital/term loan facilities, issuance of bonds, issuance of Market Linked Debentures / other debt instruments on private placement basis, in one or more issues /tranches/series, for an amount upto INR 200,00,00,000/- (Indian Rupees Two hundred crore) to such selected group of person(s) as may be identified by the Company from time to time.

Pursuant to the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a special resolution, for each of the offers or invitations.

The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of debentures by the Company, including the price at which such securities are being issued based on the prevailing market conditions.

Statement of disclosure as required under Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as under:

Sl. No.	Particulars	Details
1.	Particulars of the offer including the date of passing of the Board Resolution	Issue of listed, rated, principal protected, senior, secured, redeemable, market linked Debentures (or such other forms of debentures as may be determined) for an amount upto Rs.200 crore. Date of passing Board Resolution: 19 th December 2022
2.	Kinds of securities offered and the price at which security is being offered	listed, rated, principal protected, senior, secured, redeemable, market linked Debentures, having a face value of Rs.10,00,000/- only.
3.	basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Issued at par
4.	Name and address of the valuer who performed the valuation	As may be determined by the Board of Directors
5.	Amount which the company intends to raise by way of such securities;	Amount aggregating upto Rs. 200,00,00,000/- (Rupees Two Hundred Crore only) in one or more tranches and/ issues and/Series ("Tranches"/ "Issues"/"Series")

OPG Power Generation Private Limited

CIN : U40109TN2005PTC055442

Regd Off: OPG Nagar, Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi Thiruvallur TN 601201

6.	material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	Pursuant to the powers conferred by this resolution, Board shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of the debentures.
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The Company has not released any public advertisements or utilize any media, marketing or distribution channels or agents to inform the public at large about such an offer. There has been no pending offer or invitation for issue of securities on private placement before the present offer or invitation being made.

The Special Resolution set out herein shall remain in force for the period of one year from the date of passing of the same.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are, in any way, concerned or interested in the resolution at Item No. 1 of the accompanying Notice. The Board recommends the Resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

The Board recommends the resolution set out in Item No.1 to be passed as Special Resolution.

By order of the Board of Directors
OPG Power Generation Private Limited

Sd/-

Ajit Pratap Singh
Executive Director
DIN : 02655932

Date : 19th December 2022
Place : Gummidipoondi

OPG Power Generation Private Limited

CIN : U40109TN2005PTC055442

Regd Off: OPG Nagar, Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi Thiruvallur TN 601201

OPG POWER GENERATION PRIVATE LIMITED

Registered Office: OPG Nagar Periya Obulapuram Village Nagaraja Kandigai,
Madharapakkam Road Gummidipoondi Thiruvallur TN 601201

ATTENDANCE SLIP

[To be presented at the entrance]

EXTRAORDINARY GENERAL MEETING ON MONDAY, 26th DECEMBER, 2022 AT 11:00 A.M.

Registered Folio No./

DP ID & Client ID :

Number of shares held :

I/We certify that I am/We are Member(s)/Proxy for the member (s) of the Company.

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company on Monday, the 26th day of December 2022 at 11:00 A.M. at the Registered Office of the Company at OPG Nagar Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi Thiruvallur TN 601201.

Name of the member/proxy
(in BLOCK letters)

Signature of the member/proxy

Note:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Admission Slip and hand it over at the entrance of the meeting hall.
2. Members are requested to bring their copies of the EGM Notice to the EGM.

OPG Power Generation Private Limited

CIN : U40109TN2005PTC055442

Regd Off: OPG Nagar, Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi Thiruvallur TN 601201

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]

CIN: U40109TN2005PTC055442

Name of the Company : OPG Power Generation Private Limited

Regd Off: OPG Nagar Periya Obulapuram Village Nagaraja Kandigai,
Madharapakkam Road Gummidipoondi
Thiruvallur TN 601201

Name of the Member (s) :

Registered Address :

Email ID :

Registered Folio No.:

I/We, being the member(s) ofshares of the above named company,
hereby appoint

1. Name:
E-mail:.....
Address:.....
Signature:.....or failing him/her.....

2. Name:
E-mail:.....
Address:.....
Signature:.....or failing him/her.....

3. Name:
E-mail:.....
Address:.....
Signature:.....or failing him/her.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, the 26th day of December 2022 at 11:00 A.M. at the Registered Office of the Company at OPG Nagar Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi Thiruvallur TN 601201 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution Number	Resolution	For*	Against*
Special business			
1.	Approval for Issue and Allotment of Secured, Listed, Rated, Redeemable, Market Linked Debentures on Private Placement Basis and other Debt Instruments		

Signed this.....day of2022.

OPG Power Generation Private Limited

CIN : U40109TN2005PTC055442

Regd Off: OPG Nagar, Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi Thiruvallur TN 601201

Affix
revenue
stamp

Signature of Member

Signature of proxy holder(s)

Notes:

- * 1. Please put a "✓ " in the appropriate column against the respective resolution indicated in the Box. The voting may be either for or against any of the aforesaid resolutions.
 - 2. This Form of Proxy, in order to be effective, should be duly completed, signed, stamped and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.
 - 3. For the Resolutions and Notes, please refer to the Notice of the Extraordinary General Meeting.
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Route Map for the venue of Extraordinary General Meeting of OPG Power Generation Private Limited

