Advertisement under Regulation 18(7) in terms of SEBI
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for the public shareholders of

ORIENT GREEN POWER COMPANY LIMITED

Registered office: Sigappi Achi Building - 4th Floor, No. 18/3, Rukmini Lakshmipathi Road, Egmore, Chennai 600 008, India; Tel.: 044-49015678; Fax: 044-49015655.

This Advertisement is being issued by Axis Capital Limited ("**Manager to the Offer**"), on behalf of Shriram Industrial Holdings Limited ("Acquirer" or "SIHL") and Orient Green Power Pte. Ltd. ("PAC1" or "OGPTE") and Shriram Venture Limited ("PAC2" or "SVL"), (PAC1 and PAC2 collectively referred as "PACs") with the Acquirer pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**"), in respect of the open offer ("**Offer**") to acquire up to 14,77,00,345 fully paid-up equity shares of face value of ₹ 10 each (each an "**Equity Share**") of Orient Green Power Company Limited ("**Target Company**"). The detailed public statement ("**DPS**") with respect to this Offer was published on March 1, 2013 (Friday) in Financial Express (English daily), Jansatta (Hindi daily), Mumbai Lakshadeep (Marathi daily) and Makkal Kural (Tamil Daily).

1. The Offer price is ₹ 15.00 per Equity Share ("**Offer Price**"). There is no revision in the Offer Price.
2. A committee of independent directors ("**IDC**") of the Target Company have opined that the Offer Price of ₹ 15.00 is fair and reasonable and in accordance with SEBI (SAST) Regulations. The IDC's recommendation was published on April 25, 2013 in the same newspapers in which the DPS was published, as mentioned above.
3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. The dispatch of the Letter of Offer dated April 19, 2013 to all the Shareholders has been completed on April 26, 2013.
5. Please note that a copy of the Letter of Offer (including Form of Acceptance cum Acknowledgment) will also be available on SEBI's website (www.sebi.gov.in) and the Shareholders can also apply by downloading such forms from SEBI website. Further, in case of non-receipt / non-availability of the Form of Acceptance cum Acknowledgment, the application can be made on plain paper along with the following details:
   a. **In case of Equity Shares held in physical form**: name and address of first holder, name(s) and address(es) of joint holder(s) (if any), number of Equity Shares tendered, folio numbers, distinctive numbers, original share certificate(s) and valid transfer deed(s) duly executed and witnessed alongwith the self attested copy of PAN card of the transferor. The transfer deed(s) should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the transfer deed(s)) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor's bank.
   b. **In case of Equity Shares held in dematerialized form**: Name, address, number of Equity Shares tendered, Depository Participant ("**DP**") name, DP ID number, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the DP, in favor of the Depository Escrow Account, the details of which are given below:

Depository Participant Name	VENTURA SECURITIES LTD
DP ID	IN303116
Client ID	11138747
Account Name	LIIPL ORIENT GREEN POWER OPEN OFFER ESCROW DEMAT ACCOUNT
Depository	National Securities Depositories Limited (NSDL)*
ISIN	INE999K01014

   **The Shareholders having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Escrow Account with NSDL.*

   c. In case of the unregistered Shareholders, along with the information prescribed under paragraph 5(a) above, also provide original contract note(s) issued by the broker through whom they acquired their Equity Shares.
6. All observations of SEBI by way of its letter dated April 15, 2013 and received on April 15, 2013 in terms of Regulation 16(4) of the SEBI (SAST) Regulations have been incorporated in the Letter of Offer dispatched to the Shareholders.
7. The material changes in relation to this offer, since the date of the Detailed Public Statement (DPS) of this offer published on March 1, 2013 are as follows:-
   (i) the completion of the Preferential Allotment was initially reckoned to the completion of this Offer, such that the consummation of the Preferential Allotment would take place within 15 days from the date of the completion of the Offer. However, in view of the recent amendment to the SEBI (SAST) Regulations i.e. the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013 notified by SEBI on March 26, 2013 ("Amendment Regulations") the provisions relating to the completion of the Preferential Allotment under the MFA was modified by the Amendment Agreement. Under the Amendment Agreement, the Acquirer, Shriram EPC Limited and the Target Company agreed that (a) the allotment of Preferential Shares shall be completed during the Offer Period in accordance with the Amendment Regulations and within the time period provided under Regulation 74(3) of the SEBI (ICDR) Regulations (i.e. on April 6, 2013); (b) the Preferential Shares allotted to the Acquirer shall be placed in escrow by the Acquirer until the completion of this Offer; (c) the Acquirer will not exercise voting rights over the Preferential Shares from the date of allotment i.e. April 6, 2013 until the Preferential Shares are transferred from the Share Escrow Account to the Acquirer's demat account; and (d) Preferential Shares will be transferred from the Share Escrow Account to the Acquirer's demat account only after the completion of this Offer. Therefore, pursuant to the Amendment Agreement and in accordance with the SEBI (ICDR) Regulations, the Target Company allotted the Preferential Shares to the Acquirer on April 6, 2013 and completed the Preferential Allotment. Further, in accordance with Regulation 22(2A) of the SEBI (SAST) Regulations, the Acquirer entered into share escrow agreement dated April 6, 2013 ("Share Escrow Agreement") with Axis Bank Limited, having its registered office at Axis Bank Limited, "TRISHUL", Third Floor, Opposite Samartheshwar Temple, near Law Garden, Ellisbridge, Ahmedabad - 380 006 and acting through its central office at Axis House, 2nd Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025 ("Escrow Agent") for the purpose of placing the Preferential Shares in the share escrow account of the Escrow Agent bearing DP ID 12049200 and Client ID 00155166 maintained with ENAM Securities Direct Private Limited ("Share Escrow Account") until the completion of this Offer.
8. To the best of the knowledge of the Acquirer and the PACs, no statutory approvals are required by the Acquirer and/or the PACs to complete this Offer. However, in case of any statutory approvals being required at a later date, this Offer will be subject to such approvals.
9. Schedule of Activities

Activity	Original Day and Date	Revised Day and Date
Issue of PA	Friday, February 22, 2013	Friday, February 22, 2013
Publication of the DPS in newspapers	Friday, March 01, 2013	Friday, March 01, 2013
Last date for public announcement for competing offer(s)	Friday, March 22, 2013	Friday, March 22, 2013
Identified Date*	Thursday, April 04, 2013	Wednesday, April 17, 2013
Publication of the recommendation of the IDC of the Target Company	Tuesday, April 16, 2013	Thursday, May 02, 2013
Commencement of the Tendering Period	Monday, April 22, 2013	Monday, May 06, 2013
Closure of the Tendering Period	Tuesday, May 07, 2013	Friday, May 17, 2013
Completion of dispatch of the Letter of Offer to the Shareholders	Friday, April 12, 2013	Friday, April 26, 2013
Last date of payment of consideration to the Shareholders whose Equity Shares are validly accepted in this Offer	Tuesday, May 21, 2013	Friday, May 31, 2013
Issue of post offer advertisement and last date for filing of final report with SEBI	Tuesday, May 28, 2013	Tuesday, June 07, 2013
Date by which the underlying transaction which triggered open offer will be completed	-	**Preferential Allotment:** As disclosed above **Indirect Acquistion:** No later than 15 days from the date of completion of this Offer

** Date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Shareholders to whom the Letter of Offer shall be sent.*

Capitalised terms used but not defined in this advertisement shall have the meanings assigned to such terms in the PA and/or DPS and/or Letter of Offer. The Acquirer and the PACs, and their respective directors, accept full responsibility for the information contained in this advertisement and also accept responsibility for the obligations of the Acquirer and PACs laid down under the SEBI (SAST) Regulations.

Issued by the Manager to the Offer for and on behalf of the Acquirer and the PACs

AXIS CAPITAL

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Date: May 2, 2013 **Place:** Mumbai

PRESSMAN

Size : 12(w) x 33(h)