

ORIENT GREEN POWER COMPANY LIMITED

CORPORATE PRESENTATION

May, 2017





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Company Overview



An Independent Power Producer of Renewable Assets

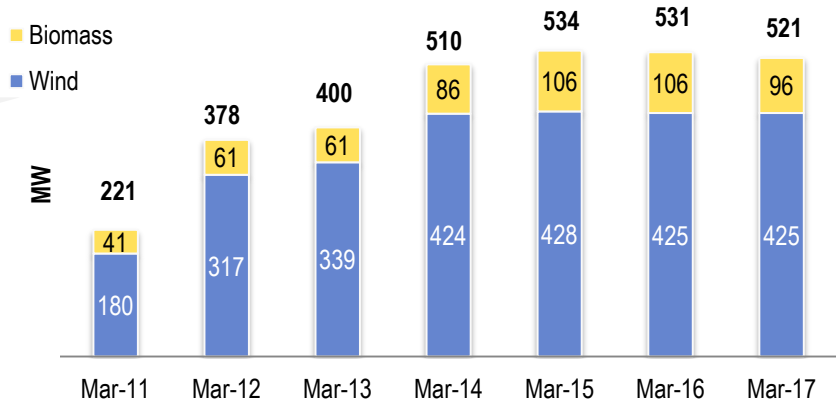
Company Overview

- Incorporated in 2006, Orient Green Power Co. Ltd. (OGPL) is the only listed Indian independent renewable energy power producer
- OGPL is promoted by the Shriram Group, which has diversified interests in financial and non - financial businesses. It is backed by global private equity funds Bessemer Venture Partners, an affiliate of Olympus Capital and Edelweiss
- The Company's portfolio stands at 521 MW currently (~425 MW⁽¹⁾ of wind energy and 96 MW of biomass projects). Further, it has ~44 MW of wind power under development

Positive Macros & Strategic Initiatives leading to improved performance

- Significant improvement in Grid Availability in TN from a level of 60% three years ago to a level of ~90% and ~96% in FY17 and Q4FY17 respectively – leading to significantly improved financial performance in FY17; Improved REC trading has enhanced liquidity
- Extended the repayment tenure of the majority of term loan portfolio in Beta wind assets under the 5:25 flexible structuring scheme for a tenure of 17 years ending 2033, working on initiatives to restructure / refinance other loans
- Evaluating a merger with wind business of IL&FS which has capacity of 775 MW – combined entity will have operational capacity of 1.2 GW
- Process underway to demerge Biomass business – separation of wind and biomass businesses to provide operational and financial flexibility

Consistent Record Of Capacity Expansion



Note:

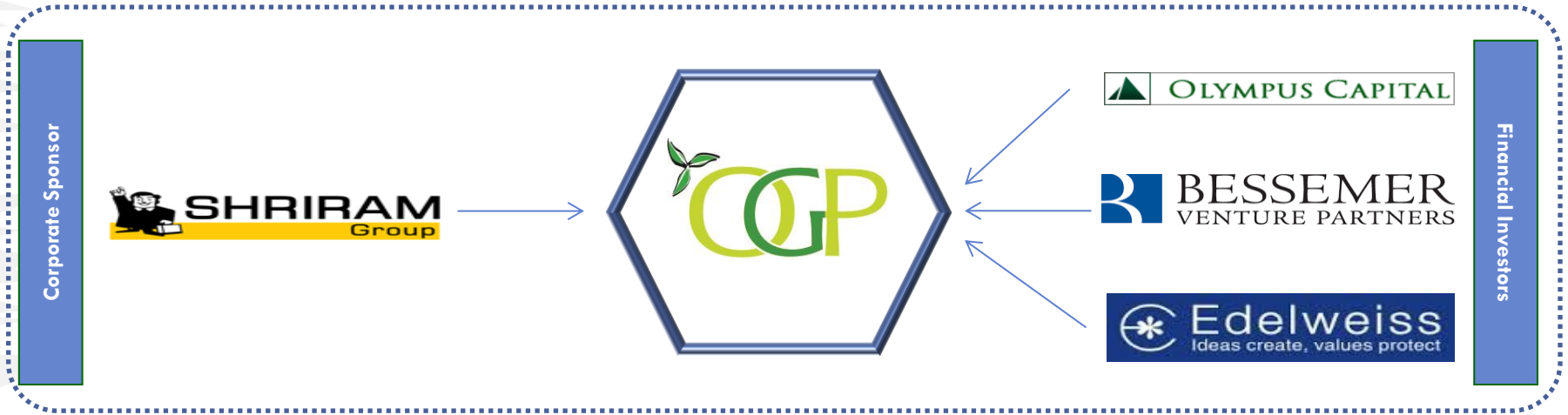
(1) Includes commissioned wind assets in Croatia of 10.5 MW and in Karnataka (KA) of 1.25 MW

Portfolio Composition: State-wise

State	Wind Portfolio		Biomass Portfolio	
	Capacity	Revenue Model	Capacity	Revenue Model
Tamil Nadu (TN)	308 MW	Group Captive	33 MW	Group Captive, Merchant
Andhra Pradesh (AP) / Telangana	76 MW	PPA	8 MW	Merchant
Rajasthan (RJ)	-	-	24 MW	PPA
Gujarat (GJ)	29 MW	PPA	-	-
Karnataka (KA) / Maharashtra (MH)	1.5 MW	Merchant	22 MW	Merchant, PPA
Others / Madhya Pradesh (MP)	10.5 MW	PPA	10 MW	PPA
Total	425 MW ⁽¹⁾		96 MW	

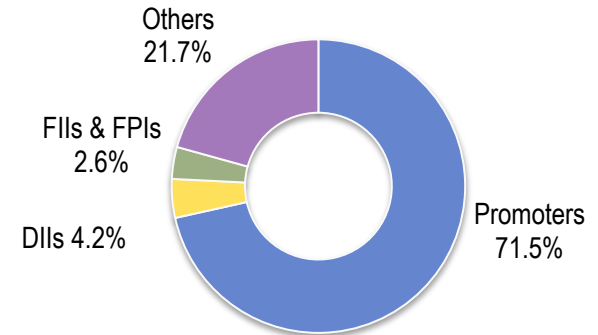


Strong Ownership and Support From Quality Investors



- Promoter's have invested Rs. 300 Crore in two tranches in recent years
- Transaction undertaken at fair value – validation of commitment, intent and growth potential of the business
- In addition, the promoters have also extended loan of about ~INR 550 Crore to the Company
- View supported by external investors. In September 2015, Edelweiss Group companies invested Rs. 100 Crore.

Diversified Shareholding (Mar 2017)

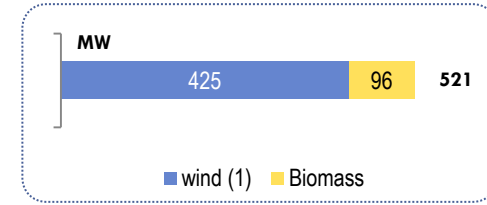




Diversified Portfolio Of Renewable Energy

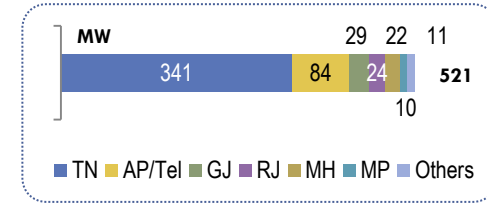
Segment Mix

- Wind aggregating 425 MW constitutes ~82% of OGPL's overall commissioned portfolio
- Biomass aggregating 96 MW constitutes ~18% of OGPL's overall portfolio
 - The Company uses various fuel sources such as mustard husk, bagasse, julie flora, coconut residue etc. to mitigate fuel sourcing risk
- The Company's vision is to augment its portfolio to 1,000 MW in the coming years



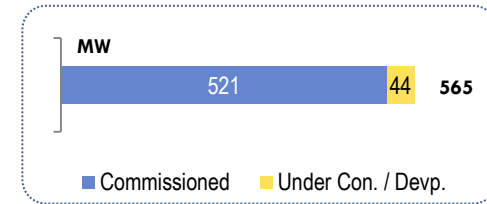
Geographical Mix

- OGPL has a good mix of renewable projects spread across various states. Its wind projects are located in TN (308 MW), AP (76 MW), GJ (29 MW) and Karnataka (1.5 MW)
- Further, it has an operating wind asset of 10.5 MW in Croatia
- The Company's biomass projects are spread across 5 locations TN (~33 MW), Telangana (~8 MW), RJ (24 MW), MH (22 MW), MP (10 MW)



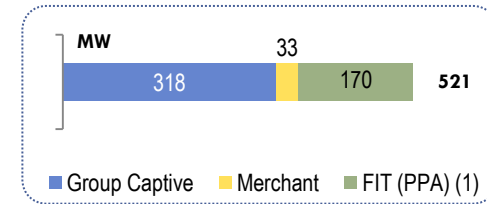
Project Status/ Equipment Mix

- ~90% of OGPL's planned portfolio is commissioned as on date
- The Company has a ~44 MW project in AP in the pipeline, where land and evacuation infra are available and WTG orders have been placed
- It has been sourcing WTGs from various equipment suppliers such as Gamesa, Vestas, General Electric, Leitwind Shriram, Suzlon etc. to reduce dependence and increase efficiency wherever possible



Offtake Mix

- OGPL has a mix of clients for its power off-take in wind & biomass segments
 - Balanced mix of long term PPAs with SEB/ utilities (170 MW (2)), medium term off-take contracts under group captive (~318 MW) and short term merchant sale (~33 MW)
- REC (Renewable Energy Certificate) eligibility for most of the new capacities set up in Tamil Nadu (~166 MW)
- GBI (Generation Based Incentives) eligibility for projects supplying power to state utilities (~80 MW)



Note(s):

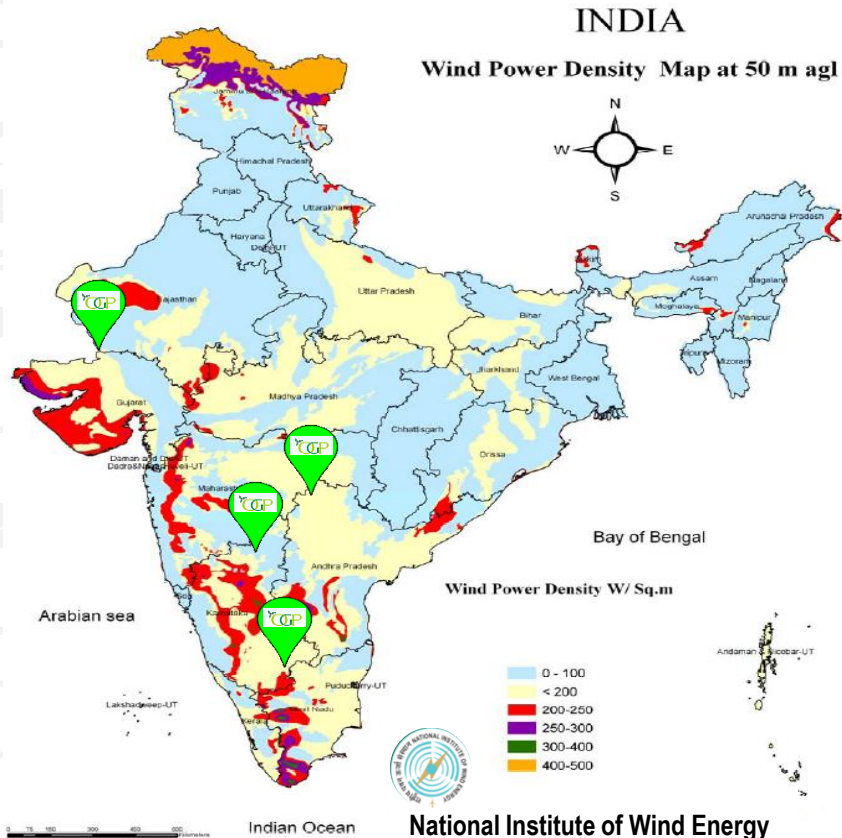
1. Includes, operating wind assets in Croatia of ~10.5 MW and in Karnataka of ~1.5 MW
2. Includes a 4 MW project in GJ which is based on APPC arrangement

As of Mar'17

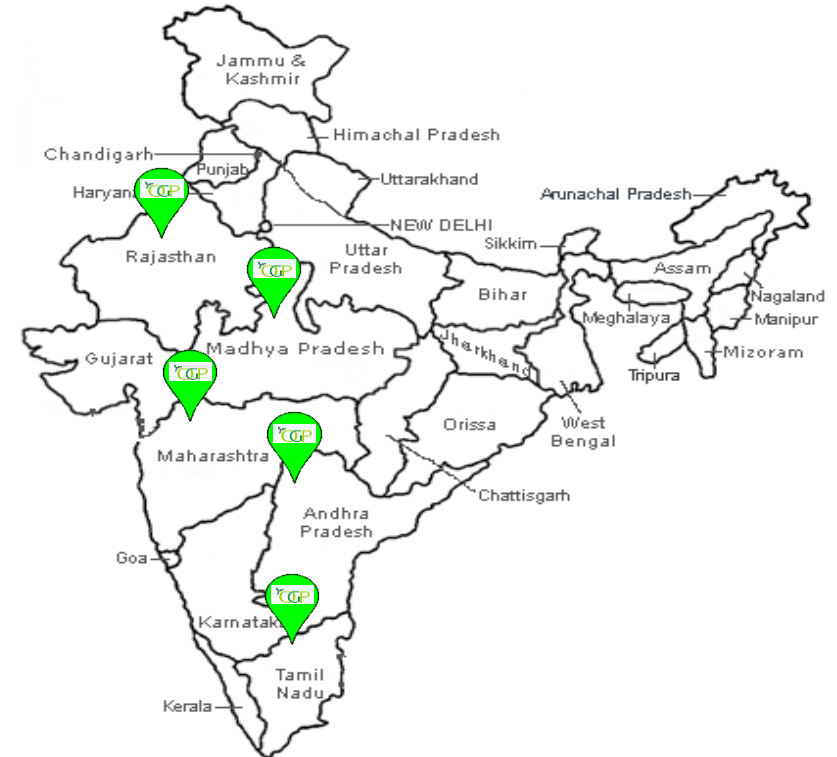
OGPL Projects Spread Geographically



Wind



Biomass



OGPL's Wind Portfolio - India



Commissioned Assets				
SPV	State	Capacity (MW)	Commissioning Status	Off-take Arrangement
Bharat	AP	26	Assets acquired between Sep 2007 to Mar 2008 (CoD in 1999-2000)	Long term PPA with SEB
Clarion	TN	92	Assets acquired between Jun 2008 to Dec 2009 (CoD between 1994-2007)	Sale through Group Captive route
Gamma	TN	51	Assets acquired between Dec 2009 to Jul 2011 (CoD between 1994-2007)	Sale through Group Captive route
Gamma	GJ	4	CoD in Aug 2011	Long term PPA with SEB
Beta	TN	165	CoD between Jul 2011 and Jul 2013	Sale through Group Captive route
Beta	AP	50	CoD in Sep 2013 / February 2015	Long term PPA with SEB
Beta	GJ	25	CoD between Jun 2013 and Mar 2014	Long term PPA with SEB
Beta	KA	1	CoD in Sep 2011	Merchant

Under Construction / Under Development Assets				
SPV	State	Capacity (MW)	Commissioning Status	Off-take Arrangement
Beta	AP	44	To be commissioned in March 2018	Company proposes to enter into long- term PPAs with SEBs

Note(s):

1. In addition to OGPL's India operations, it has operating wind assets in Croatia of ~10.5 MW
2. Dates are merely indicative based on current assumptions and projections and are subject to change

OGPL's Biomass Portfolio



Commissioned Assets				
Project	State	Capacity (MW)	Commissioning Status	Off-take Arrangement
Chippabarod	RJ	8.0	Feb-2010	Long term PPA with Rajasthan utilities
Kishanganj	RJ	8.0	Oct-2013	Long term PPA with Rajasthan utilities
Narsinghpur	MP	10.0	Jan-2014	Long term PPA with MP utilities
Dindigul	TN	7.5	Nov-2007	Merchant
Pattukkottai	TN	7.5	Jan-2009	Merchant
Pollachi	TN	10.0	Mar-2011	Sale through Group Captive route
Vandavasi	TN	7.5	Feb-2010	Merchant
Maraikal	Tel.	7.5	Jan-2014	Merchant
Kopergaon	MH	2.0	May-2009	Merchant
Kotputli	RJ	8.0	Oct-2006	Operations suspended
Kolhapur**	MH	20.0	Feb-2015	Long term PPA with Maharashtra utility

Note(s):

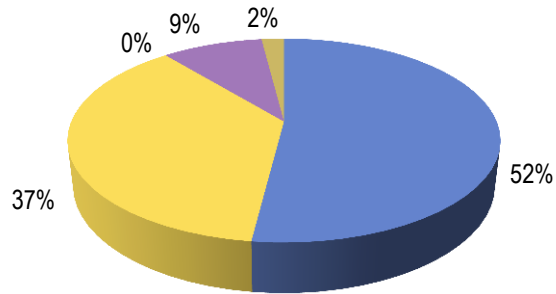
1. Tel. = Telangana
2. Dates are merely indicative based on current assumptions and projections and are subject to change

** Kolhapur – In process of sale

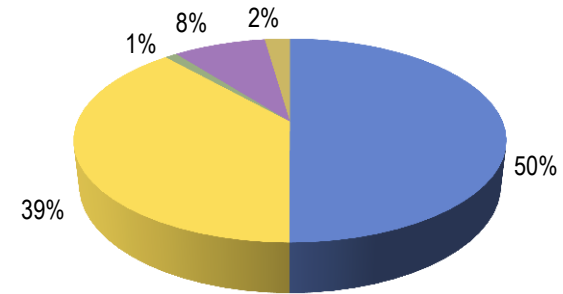
Off-Take Arrangement Providing Revenue Stability, Security & Growth



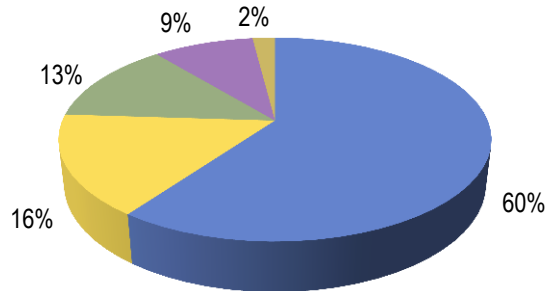
Revenue Mix (FY'2017)



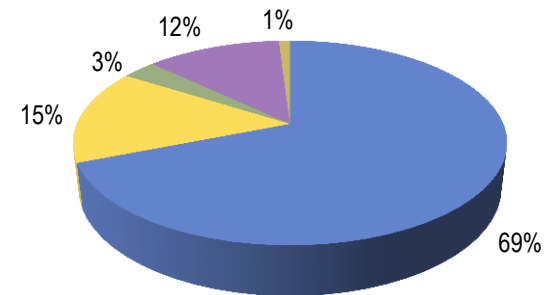
Revenue Mix (FY'2016)



Revenue Mix (FY'2015)



Revenue Mix (FY'2014)



■ Group Captive ■ FIT ■ Third Party ■ REC ■ GBI



Investment Highlights



Strong Business Model Supported by Large Potential

Significant improvement in Grid Availability in TN

Only listed pure play Renewable Energy Generation Company in India

Strong business model with good mix of revenue from PPAs and Group Captive

Significant growth plans in high potential wind states which enjoy higher tariffs

Demerger of Biomass business and debt rescheduling to aid in unlocking shareholder value

Strong support and commitment from Promoter Group and Financial Investors

Government's ambitious plans for renewable energy sector are translating into favorable policies



**Strategic Initiatives – Merger with IL&FS
Wind and Demerger of Biomass Business**



Proposed Merger with wind business of IL&FS

- On Jan 19th, '17 the Board of OGPL approved entering into an exclusivity period for evaluation of merger with the Wind business of IL&FS
- On April 13th, '17 the Board extended the confidentiality & exclusivity period
- The merger will bring together complementary operations of both entities into a larger entity which will have a truly pan India presence and greater diversity of location, equipment, offtake arrangements and customer profiles
- The combined capacity would be 1,200 MW (IL&FS 775 MW and OGPL 425 MW)

Orient Green Power Ltd.	Key Characteristics	IL&FS Wind Power
Tamil Nadu, Andhra Pradesh, Gujarat, Karnataka	Key Locations	Maharashtra, Rajasthan, MP, Karnataka, TN, AP
Group Captive, FIT	Offtake Arrangements	Merchant, Open Access
Gamesa, Vestas, Leitner Shriram, Suzlon	Equipment Providers	Enercon



Demerger Rationale

Combination of two different businesses...

- Different dynamics of wind and biomass has resulted in disparate performance of the two businesses; Average EBITDA margin of wind business has been ~63% as against ~2% for biomass in the last 4 years;

- **FY17 EBITDA margin:**
Wind business 76%;
Biomass 2%

... has resulted in contracted market multiples for OGPL's listed valuation

- OGPL's P/BV is lower when compared with peers

Demerger expected to lead concentrated business focus...

- Focused Management & improved organization capability will enable simpler structure and improved performance thereby unlocking of value for the individual businesses

... resulting in improvement of operational performance coupled with rerating of market multiples...

- Assuming OGPL's multiples reflect industry multiples post demerger, valuation of Demerged Entity may grow at a faster pace

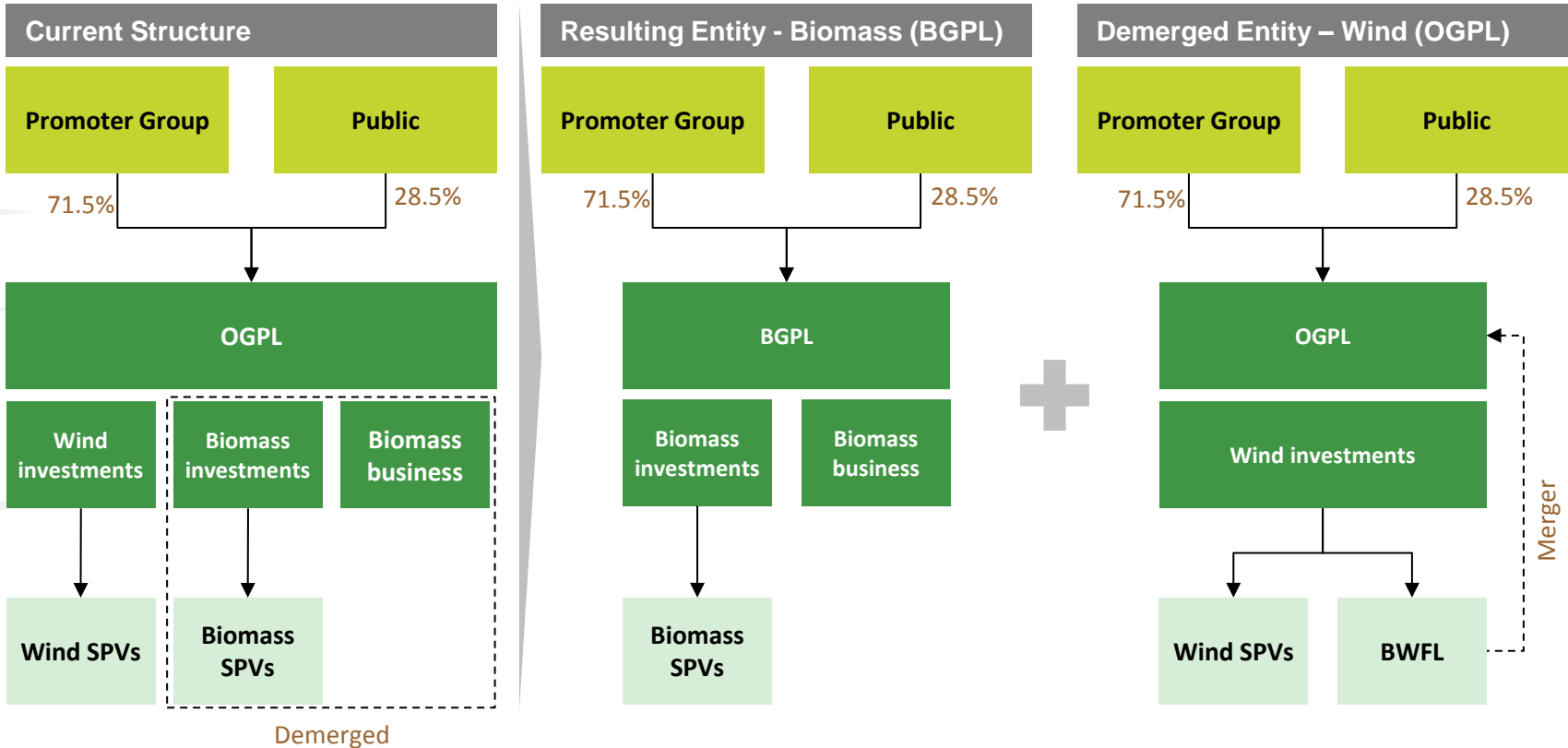
...facilitating increased investment & strategic partnership for individual businesses

- ~INR 75bn raised by renewable energy players in the last 3 years with 100% of the investments have happened towards wind / solar



Scheme summary as Currently Proposed

Amalgamation of BWFL with OGPL and demerger of the Biomass Power Business into Biobijlee Green Power Limited (“BGPL”)





Salient features of the Demerger Scheme



Demerger of Biomass business

- Biomass power business undertaking along with investments in biomass power business SPVs to be demerged into SIHL Engineers Private Limited ('SEPL', wholly owned subsidiary of OGPL)
- All assets and liabilities of Biomass business to be transferred at book values to SEPL
- SEPL to issue 1 equity share of face value INR10 for every 10 equity shares held in OGPL
- SEPL to have mirror shareholding of OGPL upon demerger
- Post demerger equity shares in SEPL to be listed on BSE & NSE
- Appointed date for demerger: 1st October 2015
- Decrease in Networth (decreased from Security Premium Account) due to demerger is INR 1,915 mn
- Profit & Loss debit balance of OGPL to be adjusted against the Security Premium Account as on appointed date for demerger



Merger of BWFL with OGPL

- Proposed standalone OGPL Wind holding company to have BWFL wind assets
- No shares will be issued by OGPL as consideration for merger since it is a wholly owned subsidiary of the Company
- Inter-company investments and balances to get cancelled
- Appointed date for merger: 1st April 2015

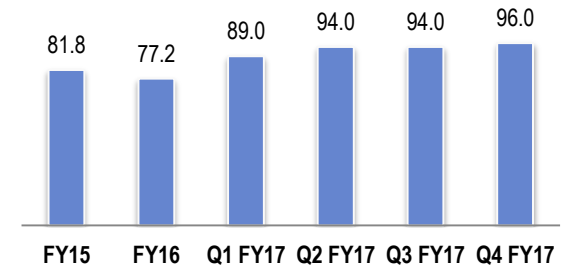


Business Outlook & Regulatory Developments



Wind Business Outlook

- Extended the repayment tenure of the majority of term loan portfolio in Beta wind assets under the 5:25 flexible structuring scheme for a tenure of 17 years ending 2033. This has improved the cash flows in FY17 and will sustain in the years to come
- **Favorable Macro Business conditions to continue:**
 - Significant improvement in wind power evacuation in Tamil Nadu (our largest market) during the current wind season
 - Sea change in approach and attitude of Tamil Nadu regulatory authorities
 - Sale of excess power outside the state
 - Scheduling and forecasting adopted
 - Phase-wise shutting down of thermal power plants during the wind season
 - Increased frequency bandwidth for renewables
 - Completion of Green Energy Corridor within the state
 - Work on additional 1,000 MW green energy corridor expedited, which will help achieve 100% evacuation
 - Improved trading of RECs with initiatives from central government
 - Ease of long-term financing for infrastructure sector
 - Expected decline in interest rate to improve profitability and cash flow further



- **Grid evacuation levels have improved as above**
 - Request for expedition of 1,000 MW green energy corridor to help 100% evacuation



Capacity Expansion- Under Construction

COD	Project name	Location	Capacity (MW)	Capex to be incurred (INR mn)	WTG supplier	Estimated PLF ¹	Commentary
Mar '18	Beta AP	Andhra Pradesh	~44	3,200	Leitner Shriram	26.9%	<ul style="list-style-type: none">• Company is already having a capacity of 50 MW in the state of Andhra Pradesh• The new project of ~44 MW is being implemented in the same location as the existing project and to that extent, all common costs including land acquisition and evacuation infrastructure have been incurred• Hence, the cost of implementing this project would be restricted to cost of machines and erection and commissioning only. With this new project, they would be able to optimally tap the wind potential at the site, which is a high wind area and at an attractive tariff.

1. Based on wind mast / wind studies (@P75)

Biomass Business Outlook



- **Divestment on Track:**

- Sale of one unit (Rajasthan) has been completed
- MoU to sell Kolhapur unit has been signed
- Discussions are in advanced stages for sale of 3-4 more units
- The proceeds from divestments will provide sufficient working capital to run the remaining units profitably

- **Improved Operating Performance on the anvil**

- 4 Plants (2 in North and 2 in South) restarted in March, 2017
- Significant proportion of annual feedstock requirement has already been sourced
- Expect to run these plants at sustained high PLFs resulting in sharply improved perf

- **Tariffs are improving in Rajasthan and Maharashtra and likely upward revision expected in MP**

- Debt refinancing under discussion with banks to reduce the interest cost and also enhance the cash flows





Management Overview



Professional Management Team with Rich Experience

Mr. S Venkatachalam
Managing Director & CEO

- Engineering Graduate from IIT and Management from IIM
- Over 32 years experience across industry segments in areas of Manufacturing/ Marketing/ Supply chain/ Overall Management
- Experience in areas of Wind Energy, Plastics, FRP, Packaging, Steel
- Presently Chairman of the Expert Committee on Energy of The Madras Chamber of Commerce and Industry

Mr. R Kulothungan
Sr . Vice President (Biomass business)

- Holds Bachelor's degree in Chemical Engg. from National Inst. Of Technology, Tiruchirappalli, University of Madras
- Over 32 years of experience in Engineering projects, commissioning and process plant Management in the fertilizer and heavy chemical sectors. Previously, had served as General Manager in Tuticorin Alkali Chemicals and Fertilizers Ltd.

Mr. R Kannan
Sr. Vice President (Wind business)

- Holds a B Com, degree, MBA with specialisation in finance and ACMA
- Over 25 years of experience in handling Treasury, Accounts, Costing, Business Process Re-engineering & ERP, Contract review and negotiation, Wind business, Legal and Regulatory affairs, etc.
- Previously, has served as Vice President of Loyal Textile Mills

Mr. K.V. Kasturi
Chief Financial Officer

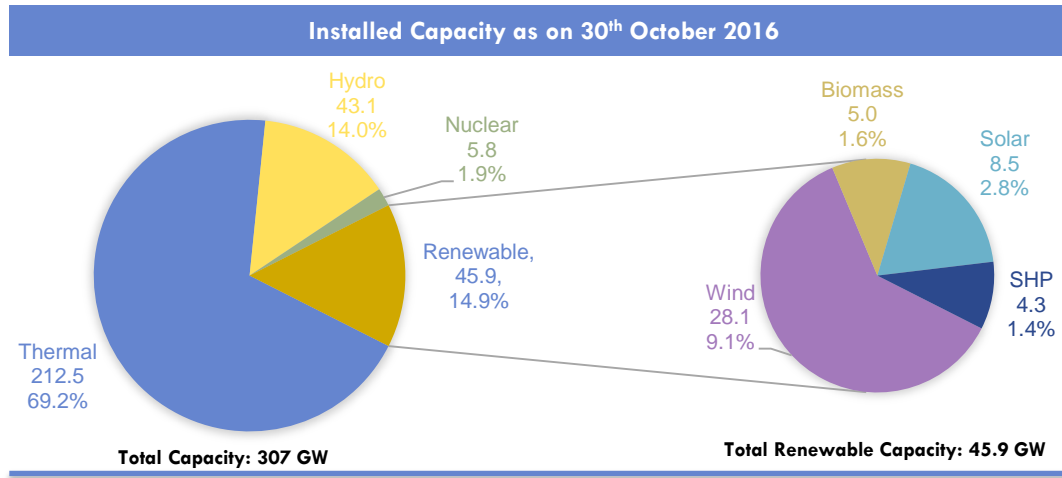
- Holds B.Com. degree, and is also FCA and ACMA
- Over 27 years of experience in Finance covering various industries including Hospitality, ITES, Entertainment, Electronics and Fertilizers
- Previously worked as CFO of Greenstar Fertilizers Ltd. (SPIC group)



Industry Overview



Increasing Prominence Of Renewable Energy



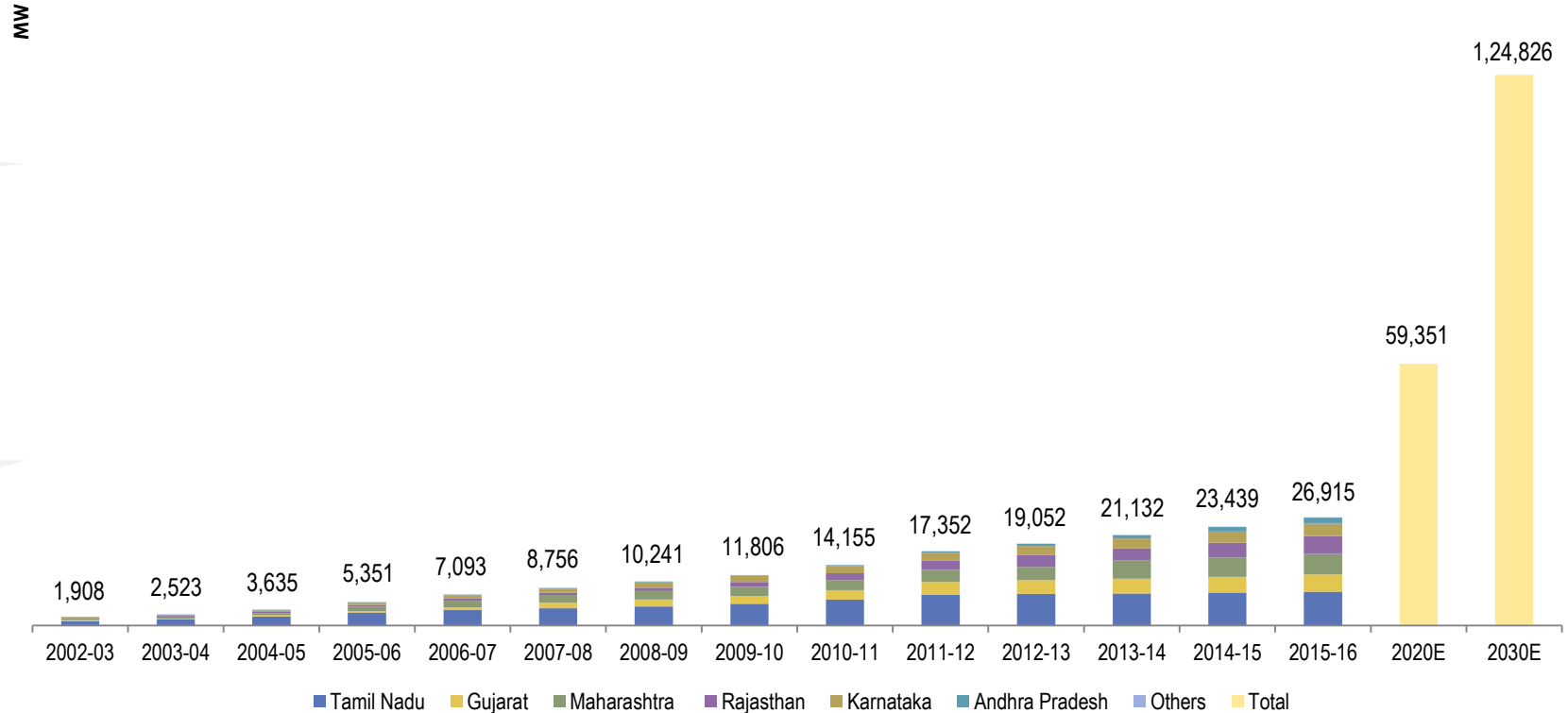
Source: Central Electricity Authority (CEA)

- **Gaining prominence of Renewable Energy in India:**
 - Power deficits over the last decade, rising power usage per capita and increasing proportion of families connected to electrical grid, are driving a long term need for alternative energy sources
 - India has renewable energy capacity of ~ 46 GW with wind energy contribution of > 28 GW currently 61%)
 - Renewable Energy contributes ~ 15% of country's installed capacity of 307 GW
- **Wind likely to dominate renewable energy market in India:**
 - Given current prices for thermal power, energy from wind projects is now at near-parity compared to other energy sources, especially considering the volatility in coal prices
 - India is the 5th largest global market in installed capacity

Wind Energy Industry Growth



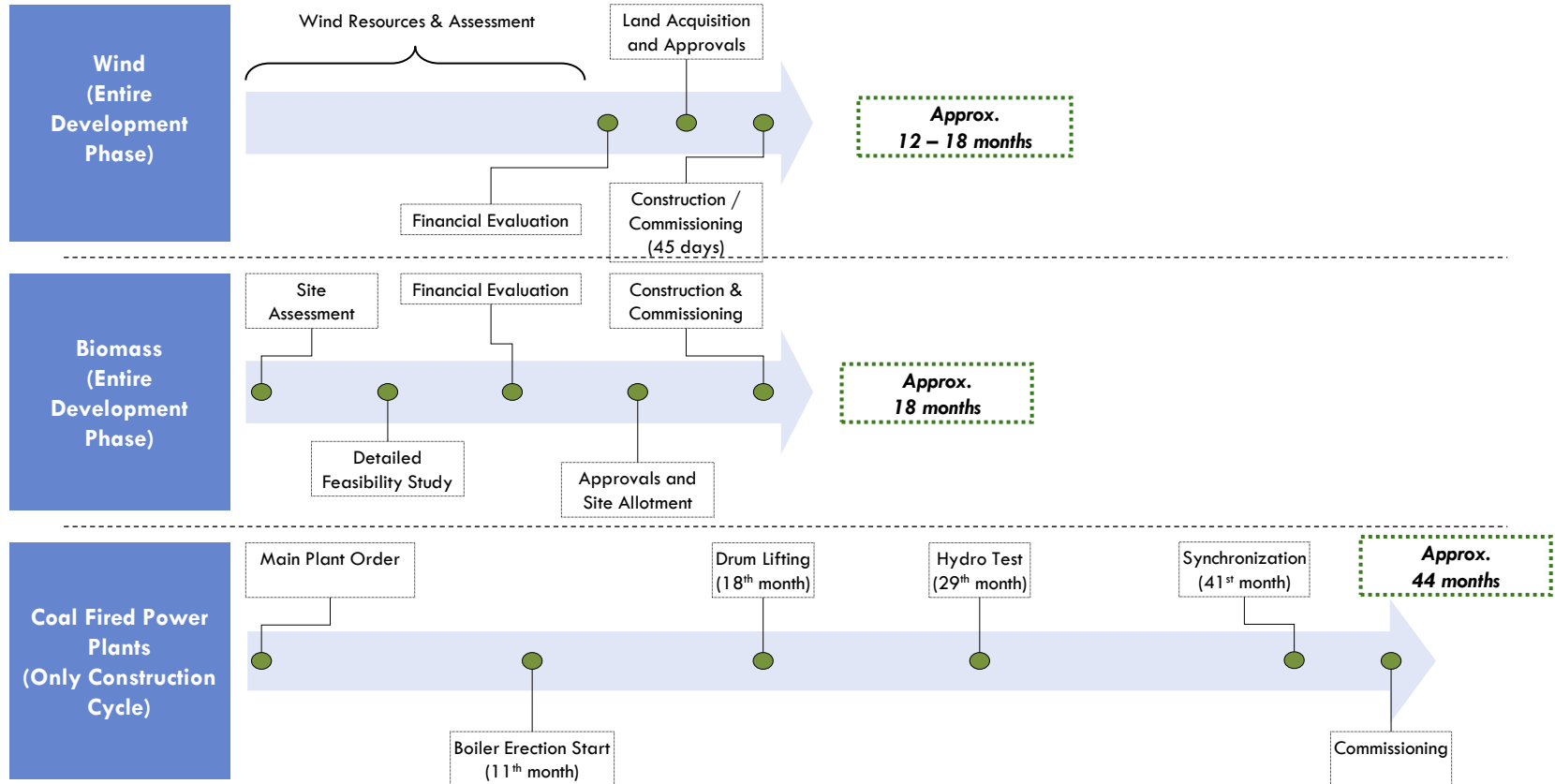
Cumulative Wind Capacity in India



Source: IWTMA



Shorter Execution Cycle Of Wind Projects



Entire Development Phase for Wind and Biomass is Relatively Shorter than the Construction Cycle for Conventional Power Plants

Note(s):

1. The time frames set out herein are typical and may be subject to variance on a case to case basis



Recent Performance – FY17

Strong Operating Performance



Rs. Million

	Wind			Biomass			Total		
	FY17	FY16	Change (%)	FY17	FY16	Change (%)	FY17	FY16	Change (%)
REVENUES	3,837	3,078	+25%	777	1,022	-24%	4,613	4,100	+13%
EBITDA	2,921	2,161	+35%	12	-23	+153%	2,933	2,318	+37%
Margins%	76%	70%		2%	-2%		64%	52%	
EBIT	1,553	801	+94%	-306	-725	+57%	1,247	76	+1,550%
Margins%	40%	26%		-39%	-71%		27%	2%	
PBT*	-614	-1,326	+54%	-813	-1,378	+41%	-1,426	-2,704	+47%

*PBT before exceptional items

Key Financial Highlights



Wind Business:

- Revenue increased by 25% to Rs. 3,837 mn in FY17 compared to Rs. 3,078 mn in FY16
- EBITDA higher by 35% at Rs. 2,921 mn in FY17 from Rs.2,161 mn during the corresponding period of last year. EBITDA margin improved from 70% to 76%
- Strong performance by Wind business was due to:
 - Best grid availability in TN in the last 3 years, resulting in greater evacuation of power
 - Good and timely onset of wind season

Biomass:

- Biomass Portfolio has delivered increased generation of units in FY17 as some non-operating plants were restarted towards the end of the fiscal.
- Due to divestment of select underperforming plants, the operating performance has improved significantly. Turnaround was achieved with FY17 EBITDA of Rs. 1.2 Crore compared to EBITDA loss of Rs. 4.6 crore in FY16.

REC:

- OGPL sold 2.56 lakh Renewable Energy Certificates in FY17 aggregating Rs. 38.34 Crore. In FY16, OGPL sold 1.92 lakh RECs aggregating Rs. 28.82 Crore. Increase of 33% in REC Revenue.
- OGPL has unsold inventory of 5.16 lakh RECs as of March 31, 2017 valued at approx. Rs. 77.5 Crore.

Consolidated:

- Consolidated revenues higher by 13% from Rs. 4,100 million in FY16 to Rs. 4,614 million in FY17
- Consolidated EBITDA improved by 37% from Rs. 2,138 million in FY16 to Rs. 2,933 million in FY17
- Best ever EBITDA performance on the back of improved macro environment leading to higher revenue generation and initiatives taken to reduce operational and finance costs
- EBIT increased 15.5 times from Rs. 75.6 million in FY16 to Rs. 1,247 million in FY17
- Finance Charges have declined for the 2nd Consecutive year in FY17 - lower by 4% from Rs. 277 Cr in FY16 to Rs. 267 Cr. in FY17.



Other Developments & Outlook

- The Company had executed Share Purchase Agreement with Sindicatum Captive Energy Singapore Pte Limited (Sindicatum) to divest the entire stake held in its 20 MW co-generation power project (OGPML) in Kolhapur, Maharashtra. However, M/s. Padmashri Dr. D. Y. Patil Sahakari Sakhar Karkhana Ltd. (PDDPSSKL) exercised its option of first right to purchase the shares. Accordingly, an MoU has been signed between OGPML and PDDPSSKL for the sale of 20 MW co-generation power plant at Kolhapur and has been approved by the Board of OGPL. The sales consideration of Rs. 81 crore will be deployed towards retiring debt and meeting working capital requirement of profit accretive units.
- Improvement in grid infrastructure and supportive policies and initiatives have greatly reduced losses due to grid evacuation and enhanced the sustainability of the performance. Wind availability to be consistent this year based on expectations of stable monsoon for 2nd consecutive year.
- Have restarted 4 biomass plants (2 in North, 2 in South) in March, 2017 by securing substantial quantities of fuel. Significant proportion of annual fuel requirement has already been sourced hence the Company is confident of operating these plants at high PLFs through the season resulting in improved revenues & healthy profitability. The Company is undertaking divestment of select units and will deploy sale proceeds to reduce debt and improve working capital position for operating units. The combination of improved operating profile and lower finance costs is expected to result in higher profitability for the biomass business.

Contact Us



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Thank You
