



**P Sriram & Associates**  
Practising Company Secretaries

**Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the Court Convened Meeting of the Equity Shareholders of Orient Green Power Company Limited held on 6<sup>th</sup> June, 2016, at Mini Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017.**

7<sup>th</sup> June, 2016

To,

**Shri N.Rangachary,**

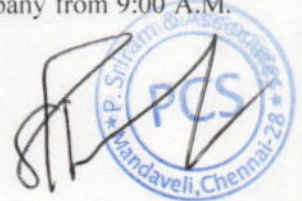
Chairman of the Court Convened Meeting of Equity Shareholders of  
Orient Green Power Company Limited  
4th Floor, Sigappi Achi Building,  
18/3 Rukmini Lakshmi pathi Road,  
Egmore, Chennai,  
Tamil Nadu – 600 008.

Dear Sir,

1. The Board of Directors of the Company appointed me, P. Sriram, Company Secretary in practice, as a scrutinizer for the purpose of scrutinizing the:
  - (i) Remote e-voting process ("remote e-voting") under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules"); and
  - (ii) poll conducted at Court Convened Meeting under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on the below mentioned resolution contained in the Notice dated 30<sup>th</sup> April, 2016 (the "Notice") of the Court Convened Meeting of the Equity Shareholders of the Company (the "Meeting"), held on 6<sup>th</sup> June, 2016, at Mini Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017, for business to be transacted in the matter of Scheme of Arrangement and Amalgamation between Orient Green Power Company Limited ("Transferee / Demerged Company") and Bharath Wind Farm Limited ("Transferor Company") and Biobijlee Green Power Limited ("Resulting Company") and their respective shareholders.

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through remote e-voting means and through Poll on the resolution contained in the Notice of the Meeting.
3. The Company has appointed M/s. Central Depository Services Limited ("CDSL"), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide remote e-voting facilities to the Equity Shareholders of the Company from 9:00 A.M. on 2<sup>nd</sup> June, 2016 to 5:00 P.M. on 5<sup>th</sup> June, 2016.







4. My responsibility as scrutinizer for the voting process (by remote e-voting and Poll at the Meeting), was restricted to scrutinize the remote e-voting process and poll at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on the reports generated from the remote e-voting system provided by CDSL and based on the Poll taken at the Meeting.
5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the poll taken at the Meeting on the resolution contained in the Notice of the Meeting. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the Meeting as under :-

Resolution to be passed with requisite majority of the Shareholders:

**'RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956, and Section 52 of the Companies Act, 2013 (or any corresponding provisions of Companies Act, 2013 as may be notified) and Companies (Court) Rules, 1959 (including any modification/amendment and re-enactment thereof) or any amended act and in accordance relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Hon'ble High Court of Madras at Chennai, the proposed Scheme of Arrangement and Amalgamation between Orient Green Power Company Limited and Bharath Wind Farm Limited and Biobijlee Green Power Limited and their respective shareholders placed before the meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved'.

**'RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 of Companies Act, 1956, read with Section 52 of the Companies Act, 2013, and Sections 100 to 103 of the Companies Act, 1956 and any other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, as applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with circular issued thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association and relevant provisions of applicable laws, and subject to the approval of the Hon'ble High Court of Madras at Chennai, the Scheme of Arrangement and Amalgamation between Orient Green Power Company Limited and Bharath Wind Farm Limited and Biobijlee Green Power Limited and their respective shareholders, consent of the members of the Company be and is hereby accorded to the reduction of the securities premium account of the Company by an amount upto INR 750 Crores (Rupees Seven Hundred and Fifty Crores only) being (i) the excess of the book value of assets transferred over the book value of liabilities transferred, and after considering the reduction of shareholding of the Demerged Company in the Resulting Company as per Clause 17 and 18 of the Scheme; and (ii) the existing debit balance in the profit and loss account of the Demerged Company as on the Appointed Date for Demerger, pursuant to the Scheme.'

**'RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things as are considered requisite or necessary to effectively implement the Scheme and accept such modification and/or 3 conditions, if any, which may be required and/or imposed by the High Court of Madras at Chennai, while sanctioning the Scheme or by any authority under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out and/or implementing the Scheme '.



	Number of Equity Shareholders				No. of votes contained in			%
	Remote e-voting	Poll at the Meeting	Total	%	Remote e-voting	Poll at the Meeting	Total	
<b>In favour</b>	23	30	53	100	8183162	542722705	550905867	100
<b>Against</b>	0	0	0	0	0	0	0	0
<b>Total</b>	23	30	53	100	8183162	542722705	550905867	100
<b>Invalid / Abstained</b>	0	1	1		0	875	875	0

Based on the aforesaid results, Resolution of the Notice dated 30<sup>th</sup> April, 2016 has been passed by the Equity Shareholders through poll at the meeting and through remote e-Voting with requisite majority.

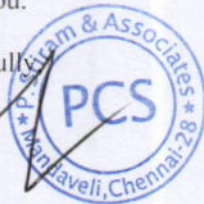
6. In terms of the Notice for Court Convened Meeting dated 30<sup>th</sup> day of April, 2016, the shareholders who have already voted through remote E-voting were not entitled to vote at the Court Convened Meeting. As such, votes, if any, cast by the Shareholders who had voted at remote E-voting were treated as invalid.
7. A Compact Disc containing Electronic data and other relevant records relating to remote e-voting and Poll has been kept in my safe custody and shall be retained until the minutes of the Court Convened Meeting is approved and signed, and shall be handed over to the Company Secretary for safe keeping.
8. A Compact Disc (CD) containing details of Equity Shareholders who voted at the meeting through poll and through e-voting, "For" or "Against" and "Invalid" / "Abstained" votes for the Scheme is specified in Annexure I, Annexure II and Annexure III, respectively, is enclosed to this report.

Thanking You.

Yours faithfully,

**P. Sriram**

Practicing Company Secretary  
Membership No. 4862



Place : Chennai.

Dated : 7<sup>th</sup> June, 2016



**ANNEXURE - I**  
**LIST OF SHAREHOLDERS WHO VOTED FOR THE SCHEME**

Sr. No.	Name	DP ID Client ID/Folio ID	Number of shares held	Number of shares voted	Value (In INR)	Name of the proxy / authorised representative
1	Ramesh Kumar S	F-80	1	1	10	-
2	Ramesh Kumar S	F-69	1	1	10	-
3	T APPADURAI	C-ID 30035, DP-ID 80010526	100	100	1,000	-
4	Ramesh Kumar S	F-70	1	1	10	-
5	P Vasantha/S Padmanabhan	C-ID IN301313, DP-ID 20794645	2100	2100	21,000	-
6	Viswanathan S	C-ID IN300183, DP-ID 11006927	375	375	3,750	-
7	R Chandrasekaran	C-ID IN301364, DP-ID 10028977	5	5	50	-
8	Vaiyapuri Mudali K	C-ID 12064200, DP-ID 00373225	100	100	1,000	-
9	A Ramakrishnan	C-ID IN301313, DP-ID 21061733	1	1	10	-
10	PINNI SREENIVASAN	C-ID 14710889, 15243223, 30331124	110	110	1,100	-
11	RAMALINGAM	C-ID 120442000533250	13	13	130	-
12	Prema Vidyasekar	DP-ID 1203320008872884	1	1	10	-
13	VIJAYALAKSHMI	DP-ID IN30163740173037	5000	5000	50,000	-
14	Syandana Energy Pvt Ltd	DP-ID 1203230000903912	34340659	34340659	343,406,590	K. V. Kasturi
15	Janati Bio power Pvt Ltd	DP-ID 1203230000903908	34340659	34340659	343,406,590	K. Saminathan
16	Orient Green Power Pvt Ltd	DP-ID 1203840001359198	262063624	262063624	2,620,636,240	T. Shivaraman
17	Nivedana Power Pvt Ltd	DP-ID 1203230000903891	34340659	34340659	343,406,590	V. Balasubramanian
18	Theta Management Consultancy PVt Ltd	DP- ID 1203840001355934	13500000	13500000	135,000,000	Rajiblochan Sarangi





Sr. No.	Name	DP ID Client ID/Folio ID	Number of shares held	Number of shares voted	Value (In INR)	Name of the proxy / authorised representative
19	Rameshkumar S	1201060001986273, '1203760000194058, '1301740000167470, '1301740000063422, '0000062, '0000045, 'IN30163741436664	15	15	150	-
20	Rameshkumar S	F No-000054	1	1	10	-
21	Rameshkumar S	DP ID- IN30163741138912	2	2	20	-
22	Rameshkumar S	DP ID- IN30163740358892	2	2	20	-
23	Rameshkumar S	F-NO 79	1	1	10	-
24	Rameshkumar S	F-NO 47	1	1	10	-
25	Rameshkumars	F-No 68	1	1	10	-
26	Rameshkumars	F-NO67	1	1	10	-
27	T SHIVARAMAN	DP- ID IN30036022465056	133500	133500	1,335,000	-
28	SVL LIMITED	DP- ID 1203230000901803	163608446	163608446	1,636,084,460	V. Balasubramanian
29	SHRIRAM EPC LIMITED	DP-ID IN30131321097533	386526	386526	3,865,260	K. Suresh
30	P SRINIVASAN	1201130000557704	800	800	8,000	-
		<b>Total</b>	<b>542,722,705</b>	<b>542,722,705</b>	<b>5,427,227,050</b>	

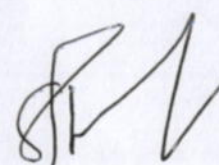





**ANNEXURE - I**  
**LIST OF SHAREHOLDERS WHO VOTED ON THE SCHEME**


Sr. No.	Name	Number of shares held	Number of shares voted FOR	Number of shares voted AGAINST	Status
1	MRS. RUKMINI VISHNU KUNDNANI	125	125	-	VALID
2	HARESHBHAI BHAGWANDAS SURTI	400	400	-	VALID
3	Mr DEVKISHAN P D	1	1	-	VALID
4	Mrs ANNE SAROJA	10,000	10,000	-	VALID
5	Mr ANNE ADINARAYANA	20,000	20,000	-	VALID
6	Mr. SAI PAVAN TEJA ANNE	10,000	10,000	-	VALID
7	Mr. SAI PRATHEEK ANNE	10,000	10,000	-	VALID
8	MRS. ABIDA BEGUM ILKAL	1	1	-	VALID
9	MRS TASNEEM KAUSER	1	1	-	VALID
10	MR PRINCE GOYAL	1	1	-	VALID
11	A S BALAJI	600	600	-	VALID
12	NAGARADJANE G	35	35	-	VALID
13	BESSEMER INDIA CAPITAL HOLDINGS II LTD	386,526	386,526	-	VALID
14	BESSEMER INDIA CAPITAL PARTNERS II SA	5,408,286	5,408,286	-	VALID
15	KARTHIK G	125	125	-	VALID
16	PRMOD KUMAR PREMNARAYAN SOMANI	155	155	-	VALID
17	MAHENDER SINGH GHANGAS	125	125	-	VALID
18	KEWAL KRISHAN TANEJA	1,000	1,000	-	VALID
19	GENERAL INSURANCE CORPORATION OF INDIA	2,333,325	2,333,325	-	VALID
20	PARVEEZ	5	5	-	VALID
21	BASHEER AHMED ILKAL	1	1	-	VALID
22	B JAGADEESWARA RAO	2,000	2,000	-	VALID
23	SHIVAM GUPTA	450	450	-	VALID
		<b>8,183,162</b>	<b>8,183,162</b>	-	

Signature of Scrutineer

ANNEXURE - II  
LIST OF SHAREHOLDERS WHO VOTED AGAINST THE SCHEME

Sr. No.	Name	DP ID Client ID/Folio ID	Number of shares held	Number of shares voted	Value (In INR)	Name of the proxy / authorised representative	Reason for considering invalid
1					NIL		
		Total	-	-	-		




**ANNEXURE - III**  
**LIST OF SHAREHOLDERS WHOSE VOTE IS INVALID**

Sr. No.	Name	DP ID Client ID/Folio ID	Number of shares held	Number of shares voted	Value (In INR)	Name of the proxy / authorised representative	Reason for considering invalid
1	S SENTHILKUMAR	C-ID 11018462 DP-ID IN300441	875	875	8,750	-	Technical defect
		<b>Total</b>	<b>875</b>	<b>875</b>	<b>8,750</b>		