M. ALAGAR B.Com., FCS., LLB

M.ALAGAR & ASSOCIATES

Practising Company Secretaries

Managing Partner Registered Valuer & Insolvency Professional

D. SARAVANAN B.Com., ACS.,

Partner

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

To,

The Chairperson,
Orient Green Power Company Limited,
Bascon Futura SV, 4th Floor, No.10/1,
Venkatanarayana Road, T.Nagar,
Chennai - 600017

Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the 15th Annual General Meeting (AGM) of Orient Green Power Company Limited, held on Thursday, June 30, 2022 at 11:00 AM held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

- 1. I, M. Alagar, Practising Company Secretary, (COP:8196) have been appointed as the Scrutinizer by the Board of Directors of Orient Green Power Company Limited ("the Company") for the Annual General meeting held on Thursday, June 30, 2022 at 11:00 AM held through Video Conferencing / Other Audio Visual Means, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (LODR) Regulations, 2015 to conduct the Remote E-Voting for passing the items on the agenda as contained in the AGM Notice dated May 30, 2022 of the 15th Annual General Meeting ("AGM") of the Equity Shareholders of the Company.
- 2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its <u>Circular No.20/2020</u> dated May 05, 2020, <u>Circular No. 02/2021</u> dated January 13, 2021, <u>Circular No. 02/2022</u> dated May 05, 2022 read with <u>Circular No.14/2020</u> dated April 8, 2020 and <u>Circular No.17/2020</u> dated April 13, 2020 (collectively referred to as "MCA Circulars") has permitted conducting of Annual General Meeting of the Company through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue. Since the AGM is held in pursuance of the abovementioned circulars, the physical presence of the members has been dispensed with and the facility for appointment of proxies by the members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- **3.** The management of the Company is responsible to ensure compliance with the requirements of the following for conducting the AGM of the Company through VC / OAVM:
 - i. The Companies Act, 2013 and the rules made thereunder and the Circulars published by Ministry of Corporate Affairs (MCA) in this regard.
 - ii. SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to Remote E-Voting and E-Voting at the AGM on the resolutions contained in the Notice calling the AGM.

- **4.** The Company had availed the voting facility offered by Central Depository Securities Limited (CDSL), for conducting Remote E-voting and E-voting at the AGM, to enable the members to exercise their right to vote by electronic means.
- **5.** My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the E-Voting system provided by the Central Depository Services (India) Limited, (CDSL).
- **6.** The Shareholders of the Company holding shares as on the "Cut-off" date of (i.e. on Friday, June 24, 2022) were entitled to vote on the resolution as set out in the AGM Notice.
- 7. The remote E-Voting commenced on Monday, June 27, 2022 at 10.00 A.M.(IST) and ended on Wednesday, June 29, 2022 at 5:00 PM (IST) and the CDSL E-Voting platform was closed in due time. After declaration of voting by the Chairperson, the shareholders present at the AGM through VC / OAVM voted through e-voting facility provided by CDSL at the AGM.
- 8. The shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote E-Voting were allowed to cast their votes through E-Voting system during the AGM.
- **9.** After closure of E-Voting at the AGM, the votes cast through E-Voting at the AGM and through remote E-Voting prior to the date of AGM were unblocked in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- **10.** Based on the data downloaded from CDSL e-voting system, the total votes cast in "favour" or "against" on all the resolutions proposed in the Notice of the AGM are submitted by me as under:

Resolution No.1

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, the Report of the Auditors thereon and Report of the Board of Directors (**Ordinary Resolution**)

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	404	386	18
2.	Number of votes cast by them	267301522	267167991	133531
3.	% of votes cast	100	99.95	0.05

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.1 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.



Resolution No.2

To appoint a Director in the place of Mr. P Krishna Kumar, (DIN: 01717373) who retires by rotation and being eligible offers himself for re-appointment (**Ordinary Resolution**)

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	405	350	55
2.	Number of votes	257691452	260176735	7514717
	cast by them		n 3	
3.	% of votes cast	100	97.19	2.81

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.2 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.3

To re-appoint Statutory Auditors and fix their remuneration (Ordinary Resolution)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	403	363	40
2.	Number of votes	267417165	261257681	6159484
	cast by them			
3.	% of votes cast	100	97.70	2.30

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.3 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.4

To approve the appointment of Mr. T Shivaraman, as Managing Director & CEO of the Company for a period of 3 years from 30th March 2022 till 29th March 2025 and also for the payment of his remuneration (**Special Resolution**)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	403	372	31
2.	Number of votes	267591389	267532337	59052
	cast by them			
3.	% of votes cast	100	99.98	0.02

RESULT:

I report that the Special Resolution with regard to Resolution No.4 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.5

To approve Material Related Party Transaction(s) (Ordinary Resolution)



S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	404	363	41
2.	Number of votes	267690877	261252085	6438792
3.	% of votes cast	100	97.59	2.41

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.5 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.6

To adopt the Memorandum of Association of the company as per the provisions of the Companies Act, 2013 (Special Resolution)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	405	388	17
2.	Number of votes cast by them	267691452	267657815	33637
3.	% of votes cast	100	99.99	0.01

RESULT:

I report that the Special Resolution with regard to Resolution No.6 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

You may accordingly declare the result of the remote E-Voting and E-Voting during the AGM.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to Remote e-voting/E-voting at the AGM shall remain in our safe custody until the chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours truly,

For M. Alagar & Associates

M. Alagar

FCS No: 7488/ CoP No: 8196 UDIN: F007488D000547643

Peer Review Certificate No: 1707/2022

Date: June 30, 2022

Place: Chennai

Listing Regulations, as under: The details of Voting Results with regard to the Ordinary/Special Resolution as required under Regulation 44 of the SEBI

Total		Institutions				Institutions	Public			Promoter Group	Promoter			Category	Whether promoter/ promoter group are interested in the agenda/resolution?	Resolution Required: (Ordinary/Special)	Resolution No:
	Total	Postal Ballot	Poll	E-Voting	Total	Postal Ballot	Poil	E-Voting	Total	Postal Ballot	Poll	E-Voting		Mode of Voting	noter/ prom I in the ution?	quired : ecial)	
750723977		462192940				29320702)			259210335			[1]	No. of shares held	noter group		
267301522	1133131	0	2760	1130371	6958056	0	0	6958056	259210335	0	0	259210335	[2]	No. of votes polled	No	Ordinary Resolution	1 - To app Statements f the Auditors
35.6058	0.2452	0.0000	0.0006	0.2445	23.7309	0.0000	0.0000	23.7309	100.0000	0.0000	0.0000	100.0000	[3]={[2]/[1]}*100	% of Votes Polled on outstanding shares		olution	1 - To approve and adopt Statements for the year ended the Auditors Reports thereon
267167991	999600	0	2760	996840	6958056	0	0	6958056	259210335	0	0	259210335	[4]	No. of Votes – in favour			t the
133531	133531	0	0	133531	0	0	0	0	0	0	0	0	[5]	No. of Votes – Against			
99.9500	88.2157	0.0000	0.0000	88.1870	100.0000	0.0000	0.0000	100.0000	100.0000	0.0000	0.0000	100.0000	[6]={[4]/[2]}*100	% of Votes in favour on votes polled			Consolidated her with the Di
0.0300	11.7843	0.0000	0.0000	11.8130	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.000	0.0000	[7]={[5]/[2]}*1	% of Votes against on votes polled			and Consolidated Audited Financial together with the Directors Report and

Resolution No:			2 - To consider Re-ap	To consider Re-appointment of Mr. Poretires by rotation	tment of Mr.	P Krishna K	umar (DIN: 01	Krishna Kumar (DIN: 01717373) Director,
Resolution Required : (Ordinary/Special)	ecial)		Ordinary Resolution	olution				2
Whether promoter/ promoter group are interested in the agenda/resolution?	noter/ promot the agenda/re	ter group are	Z o					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*1
	E-Voting		259210335	100.0000	259210335	0	100.0000	0.000
Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter	Postal	259210335		2				
Group	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		259210335	100.0000	259210335	0	100.0000	€,0000
	E-Voting		7347986	25.0607	0	7347986	0.0000	100.0000
	Poli	,	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal	29320702						
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7347986	25.0607	0	7347986	0,0000	100.0000
	E-Voting		1130371	0.2446	966140	164231	85.4711	14.5289
	Poll		2760	.0.0006	260	2500	9.4203	90.5797
Institutions	Postal	462192940						
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1133131	0.2452	966400	166731	85.2858	14.7142
Total		750723977	267691452	35.6578	260176735	7514717	97.1928	2.8072

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2.3033	97.6967	6159484	261257681	35.6212	267417165	750723977		Total
4.0061	95.9939	45378	1087347	0.2451	1132725		Total	
0.0000	0.0000	0	0	0.0000	0	046761704	Postal Ballot	Institutions
1.8116	98.1884	50	2710	0.0006	2760	20000	Poll	Public Non
4.0115	95.9885	45328	1084637	0.2445	1129965		E-Voting	
86.4294	13.5706	6114106	959999	24.1267	7074105		Total	
0.0000	0.0000	0	0	0.0000	0	29320702	Postal Ballot	Institutions
0.0000	0.0000	0	0	0.0000	0		Poll	Public
86.4294	13.5706	6114106	959999	24.1267	7074105		E-Voting	
0.0000	100.0000	0	259210335	100.0000	259210335		Total	
0.0000	0.0000	0	0	0.0000	0	259210335	Postal Ballot	Promoter Group
0.0000	0.0000	0	0	0.0000	0		Poli	Promoter
0.0000	100.0000	0	259210335	100.0000	259210335		E-Voting	
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
% of Votes egainst on votes polied	% of Votes in favour on votes polled	No. of Votes – Against	No. of Votes – in favour	% of Votes Polled on outstanding shares	No. of votes polled	No. of shares held	Mode of Voting	Category
() (3) (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)					No		ution?	are interested in the agenda/resolution?
						oter group	noter/ prom	Whether promoter/ promoter group
	u.			olution	Ordinary Resolution		ecial)	Resolution Required : (Ordinary/Special)
	uneration	IIX their rem	re-appoint Statutory Auditors and fix their remuneration	oint Statutory	3- 10 re-app).	עניסומרוסוו ואסי

Resolution No:			4- To approve the the Company for a also for payment of	4- To approve the appointment of M the Company for a period of 3 years also for payment of his remuneration	appointment of Mr. To period of 3 years frof his remuneration	Shivaraman m 30th Marc), as Managing ch 2022 till 29t	4- To approve the appointment of Mr. T Shivaraman, as Managing Director & CEO of the Company for a period of 3 years from 30th March 2022 till 29th March 2025 and also for payment of his remuneration
Resolution Required : (Ordinary/Special)	quired : ecial)		Special Resolution	lution				
Whether promoter/ promoter group are interested in the	noter/ prom	oter group						
agenda/resolution?	ution?		No		ā			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[3]}*1 00
	E-Voting		259210335	100.0000	259210335	0	100.0000	0.0000
Promoter	Poli		0	0.0000	0	0	0.000	0.0000
Promoter	Postal	259210335						
Group	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		259210335	100.0000	259210335	0	100.0000	0.0000
	E-Voting		7347986	25.0607	7347986	0	100.0000	0.0000
	Poli		0	0.0000	0	0	0.0000	0.0000
Institutions	Postal	29320702)))		
×	Total		72/7026	25 0607	3005/25	3	0.000	0.000
	E-Voting		1030308	0.2229	971256	59052	94 2685	5 7315
	Poll		2760	0.0006	2760	0	100.0000	0.0000
Institutions	Postal	462192940	0	0.0000	0	0	0.000.0	0.000
	Total		1033068	0.2235	974016	59052	94.2838	5.7162
Total		750723977	267591389	35.6444	267532337	59052	99.9779	0.0221

	Total	1	Institutions Postal	Poll	E-V	Total	Institutions Postal Ballot	Public	E-V	Total	Promoter Postal Group Ballot	Promoter Poll	E-V		Category Mo	Whether promoter/ are interested in the agenda/resolution?	(Ordinary/Special)	Resolution No:
	<u>a</u>	lot	Ž		E-Voting	<u>a</u>	stal lot		E-Voting	a	stal lot	mences	E-Voting		Mode of Voting) ed :	
750723977			462192940				29320702)			259210335			[1]	No. of shares held	promoter group		
267690877	1132556	0	Ge.	2760	1129796	7347986	0	0	7347986	259210335	0	0	259210335	[2]	No. of votes polled	N _o	Ordinary Resolution	5- To approv
35.6577	0.2450	0.0000	. 44 4 mil 40 - 10 mil	0.0006	0.2444	25.0607	0.0000	0.0000	25.0607	100.0000	0.0000	0.0000	100.0000	[3]={[2]/[1]}*100	% of Votes Polled on outstanding shares		olution	5- To approve Material Related Party Transaction(s)
261252085	1081751	0		2760	1078991	959999	0	0	959999	259210335	0	0	259210335	[4]	No. of Votes – in favour			ted Party Trai
6438792	50805	0		0	50805	6387987	0	0	6387987	0	0	0	0	[5]	No. of Votes – Against			nsaction(s)
97.5947	95.5141	0.0000		100.0000	95.5032	13.0648	0.0000	0.0000	13.0648	100.0000	0.0000	0.0000	100.0000	[6]={[4]/[2]}*100	% of Votes in favour on votes polled			
2,4053	4.4859	0.0000		0.0000	4:4968	86.9352	0,0000	0.0000	86.3052	0.000	0.0000	0.0000	0.0000	[7]={[5]/[2]}*1	% of Votes against on votes polled			



Resolution No:	• •		6- To adopt the Memora the Companies Act, 2013	the Memoranoes Act. 2013	dum of Associ	ation of the	To adopt the Memorandum of Association of the Company as per the provisions of Companies Act, 2013	er the provision
Resolution Required (Ordinary/Special)	quired :		Special Resolution	lution				
Whether promoter/ promoter group	oter/ prom	noter group						
are interested in the agenda/resolution?	in the ution?		N _o					
Category	Mode of Voting	No. of shares held	No. of	% of Votes	No. of Votes - in	No. of Votes -	% of Votes	% of Votes
			polled	outstanding shares		Against	votes polled	polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*1
	E-Voting		259210335	100.0000	259210335	0	100.0000	0.6000
Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter	Postal	259210335						
Group	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		259210335	100.0000	259210335	0	100.0000	0.0000
	E-Voting		7347986	25.0607	7347986	0	100.0000	0.0000
	Poli		0	0.0000	0	0	0.0000	0 0000
Institutions	Postal	29320702						
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7347986	25.0607	7347986	0	100.0000	0.0000
	E-Voting		1130371	0.2446	1096734	33637	97.0243	2,9757
	Poll	J	2760	0.0006	2760	0	100.0000	0.0000
Institutions	Postal	462192940	0	0.0000	o.	5	0 0000	0 0000
	Total		1133131	0.2452	1099494	33637	97.0315	2.9685
Total		750723977	267601752	25 6570	267657045	1000	200	,

