

**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 15<sup>th</sup> 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 15<sup>th</sup> 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 Circular No.20/2020 dated May 05, 2020 , Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 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 above-mentioned 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**)

<b>S.No</b>	<b>Particulars</b>	<b>Total</b>	<b>Assent</b>	<b>Dissent</b>
1.	Number of members voting	405	350	55
2.	Number of votes cast by them	257691452	260176735	7514717
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**)

<b>S. No</b>	<b>Particulars</b>	<b>Total</b>	<b>Assent</b>	<b>Dissent</b>
1.	Number of members voting	403	363	40
2.	Number of votes cast by them	267417165	261257681	6159484
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 30<sup>th</sup> March 2022 till 29<sup>th</sup> March 2025 and also for the payment of his remuneration (**Special Resolution**)

<b>S. No</b>	<b>Particulars</b>	<b>Total</b>	<b>Assent</b>	<b>Dissent</b>
1.	Number of members voting	403	372	31
2.	Number of votes cast by them	267591389	267532337	59052
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 cast by them	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

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

Resolution No:	1 - To approve and adopt the Standalone and Consolidated Audited Financial Statements for the year ended 31st March 2022 together with the Directors Report and the Auditors Reports thereon							
Resolution Required : (Ordinary/Special)	Ordinary Resolution							
Whether promoter / promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group		[1]	[2]	[3] = {[2]/[1]}*100	[4]	[5]	[6] = {[4]/[2]}*100	[7] = {[5]/[2]}*100
	E-Voting		259210335	100.0000	259210335	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		<b>259210335</b>	<b>100.0000</b>	<b>259210335</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		6958056	23.7309	6958056	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		<b>6958056</b>	<b>23.7309</b>	<b>6958056</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		1130371	0.2445	996840	133531	88.1870	11.8130
	Poll		2760	0.0006	2760	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		<b>1133131</b>	<b>0.2452</b>	<b>999600</b>	<b>133531</b>	<b>88.2157</b>	<b>11.7943</b>
	Total		<b>750723977</b>	<b>267301522</b>	<b>35.6058</b>	<b>267167991</b>	<b>133531</b>	<b>99.9500</b>
								<b>0.0300</b>





Resolution No: 2 - To consider Re-appointment of Mr. P Krishna Kumar (DIN: 01717373) Director, who retires by rotation

Resolution Required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	[1]	[2]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
	Poll	259210335	259210335	100.0000	259210335	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total	259210335	259210335	100.0000	259210335	0	100.0000	0.0000
Public Institutions	E-Voting	29320702	7347986	25.0607	0	7347986	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7347986	25.0607	0	7347986	0	0.0000
Public Non Institutions	E-Voting	462192940	1130371	0.2446	966140	164231	85.4711	14.5289
	Poll		2760	0.0006	260	2500	9.4203	90.5797
	Postal 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	



Resolution No:		3- To re-appoint Statutory Auditors and fix their remuneration						
Resolution Required : (Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
	Poll	259210335	259210335	100.0000	259210335	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total	259210335	259210335	100.0000	259210335	0	100.0000	0.0000
Public Institutions	E-Voting	7074105	7074105	24.1267	959999	6114106	13.5706	86.4294
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	29320702	0	0.0000	0	0	0.0000	0.0000
	Total	7074105	959999	24.1267	959999	6114106	13.5706	86.4294
Public Non Institutions	E-Voting	462192940	1129965	0.2445	1084637	45328	95.9885	4.0115
	Poll	0	2760	0.0006	2710	50	98.1884	1.8116
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
Total	462192940	1132725	0.2451	1087347	45378	95.9939	4.0061	
Total	750723977	267417165	35.6212	261257681	6159484	97.6967	2.3033	



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

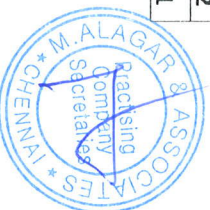
Resolution No: Resolution Required : (Ordinary/Special)

Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?

No

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
Promoter and Promoter Group	E-Voting		259210335	100.0000	259210335	0	100.0000	0.0000
	Poll	259210335	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	259210335	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>259210335</b>	<b>100.0000</b>	<b>259210335</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		7347986	25.0607	7347986	0	100.0000	0.0000
	Poll	29320702	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	29320702	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7347986</b>	<b>25.0607</b>	<b>7347986</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		1030308	0.2229	971256	59052	94.2685	5.7315
	Poll	462192940	2760	0.0006	2760	0	100.0000	0.0000
	Postal Ballot	462192940	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1033068</b>	<b>0.2235</b>	<b>974016</b>	<b>59052</b>	<b>94.2838</b>	<b>5.7162</b>
<b>Total</b>		<b>750723977</b>	<b>267591389</b>	<b>35.6444</b>	<b>267532337</b>	<b>59052</b>	<b>99.9779</b>	<b>0.0221</b>





Resolution No:		5- To approve Material Related Party Transaction(s)						
Resolution Required : (Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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
Promoter and Promoter Group		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
	E-Voting		259210335	100.0000	259210335	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		259210335	0	0	0	0.0000	0.0000
Public Institutions	Total		259210335	100.0000	259210335	0	100.0000	0.0000
	E-Voting		7347986	25.0607	959999	6387987	13.0648	86.9352
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	Total		7347986	25.0607	959999	6387987	13.0648	86.9352
	E-Voting		1129796	0.2444	1078991	50805	95.5032	4.4968
	Poll		2760	0.0006	2760	0	100.0000	0.0000
	Postal Ballot		462192940	0.0000	0	0	0.0000	0.0000
Total	Postal Ballot		1132556	0.2450	1081751	50805	95.5141	4.4859
	Total		750723977	35.6577	261252085	6438792	97.5947	2.4053



Resolution No:		6- To adopt the Memorandum of Association of the Company as per the provisions of the Companies Act, 2013						
Resolution Required : (Ordinary/Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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
Promoter and Promoter Group	E-Voting		259210335	100.0000	259210335	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	259210335	0	0.0000	0	0	0.0000	0.0000
	Total		<b>259210335</b>	<b>100.0000</b>	<b>259210335</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		7347986	25.0607	7347986	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	29320702	0	0.0000	0	0	0.0000	0.0000
	Total		<b>7347986</b>	<b>25.0607</b>	<b>7347986</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		1130371	0.2446	1096734	33637	97.0243	2.9757
	Poll		2760	0.0006	2760	0	100.0000	0.0000
	Postal Ballot	462192940	0	0.0000	0	0	0.0000	0.0000
	Total		<b>1133131</b>	<b>0.2452</b>	<b>1099494</b>	<b>33637</b>	<b>97.0315</b>	<b>2.9685</b>
	Total	<b>750723977</b>	<b>267691452</b>	<b>35.6578</b>	<b>267657815</b>	<b>33637</b>	<b>99.9874</b>	<b>0.0126</b>

