



August 12, 2016

**ORIENT GREEN POWER COMPANY LIMITED**

The BSE Limited  
Corporate Relations Department,  
P.J. Towers,  
Dalal Street,  
Mumbai-400 001.  
Scrip Code: 533263

The National Stock Exchange  
of India Limited  
Department of Corporate Services,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra-Kurla Complex,  
Mumbai-400 051.  
Scrip Code: GREENPOWER

Dear Sir/ Madam,

**Sub: Intimation of voting results at the Ninth Annual General Meeting (AGM) of the Company and the summary of proceedings of the meeting, in terms of Regulation 44 (3) of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Ref: Letter dated 11<sup>th</sup> August, 2016

In continuation to our letter as mentioned in the reference, we wish to inform you that the shareholders at the AGM held on 11<sup>th</sup> August, 2016 have passed all the items of business with requisite majority, as stated in the Notice of the Ninth AGM of the Company. The mode of voting was conducted by the way of e-voting as well as poll.

In this connection, we enclose the following:

1. Summary of the proceedings of the AGM,
2. E-Voting Results (physical and e-voting),
3. Scrutinizer's Report on the voting process.

We request you to kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For Orient Green Power Company Limited

P Srinivasan

Company Secretary & Compliance Officer

Encl: a/a

## Summary of Proceedings of 9<sup>th</sup> Annual General Meeting

Proceedings of the Ninth Annual General Meeting of Orient Green Power Company Limited held on Thursday the 11<sup>th</sup> August 2016 at 3.00 P.M. at Kamakotti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T Nagar, Chennai - 600 017

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Mr. N Rangachary, Chairman of the Company took the Chair. The Chairman extended a warm and hearty welcome to shareholders present at the Annual General Meeting of the Company. The requisite quorum being present, the Chairman called the Meeting to Order.

The Chairman informed the members about the demise of Mr. S. Venkat Ram and the valuable contribution made by him for the growth of the Company.

The Chairman further informed the Members that the Registrar of Contracts, Members, Directors and Key Managerial Personnel and Proxies are kept open for the purpose of inspection by the Shareholders during the meeting. With the permission of the Shareholders, the Chairman took the Notice as Read. He then invited Mr. S. Venkatachalam, Managing Director to make presentation on the performance of the Company. Mr.S.Venkatachalam made his presentation. Thereafter Chairman requested the Shareholders to make their comments and queries on the performance of the Company. As there was no queries raised by the shareholders, then Chairman informed for the benefit of the shareholders who were present at the meeting and not cast their votes through remote e-voting, that the facility for voting at the meeting through ballot papers had been arranged for.

The Chairman further informed the shareholders that Ms. B Chandra, Practicing Company Secretary, Chennai was appointed by the Board, as an Independent Scrutinizer for e-Voting process and for the poll conducted at the meeting.

Thereafter, following items of business as per Notice of the Annual General Meeting dated 18<sup>th</sup> May 2016, were transacted at the meeting.

### Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements as at 31st March, 2016, together with the Directors Report and the Auditors Report thereon.
2. To appoint a Director in place of Mr. T. Shivaraman who retires by rotation at this meeting and being eligible, offers himself for re-appointment.




3. To re-appoint Ms. Deloitte Haskins and Sells, Chartered Accountants, Chennai as the Statutory Auditors of the Company

**Special Business:**

4. Approval of the material related party transactions entered between the Company and its subsidiary M/s. Beta Wind Farm Private Limited

The Chairman authorised Ms. B Chandra, Practicing Company Secretary, Chennai to carry out the voting process and she conducted the voting process. Chairman informed the Shareholders that the combined results will be made available to the Stock Exchanges and also on the websites of the Company within two days.

The Chairman thanked the members of the Company for their participation and continued support and announced the formal closure of the Ninth Annual General Meeting.

The scrutinizer's report was received and accordingly all the resolution set out in Notice of the 9<sup>th</sup> Annual General Meeting was passed.

P. Srinivasan



## VOTING RESULTS (E-VOTING &amp; POLL)

Date of the AGM	11th August 2016
Total number of shareholders on record date	29,344
No. of shareholders present in the meeting either in person or through proxy:	
<b>Promoters and Promoter Group:</b>	
Present in person	3
Present in Proxy	0
<b>Public:</b>	
Present in person	926
Present in Proxy	0
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group	Nil
Public	Nil



P. S. Srinivasan



*R. S. Srinivasan*

Agenda – wise voting results are as below:

Resolution No. 1

Resolution required: (Ordinary/ Special)		Ordinary - To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements as at 31st March, 2016, together with the Directors Report and the Auditors Report thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	529080573	529080573	100	529080573	0	100	0
	Poll	0	0	0		0	0	0
	Postal Ballot (if applicable)	0	0	0		0	0	0
	Total	529080573	529080573	100	529080573	0	100	0
Public-Institutions	E-Voting	2333325	2333325	100	2333325	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2333325	2333325	100	2333325	0	100	0
Public-Non Institutions	E-Voting	15093	15093	100	15085	8	99.95	0.05
	Poll	16691	16691	100	16691	0	100.00	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	31784	31784	100	31776	8	99.95	0.05
Total		531445682	531445682	100	531445674	8	99.999999849	0.000002



*P. Sivaraman*



Resolution No. 2

Resolution required: (Ordinary/ Special)		Ordinary - To appoint a Director in place of Mr. T. Shivaraman who retires by rotation at this meeting and being eligible, offers himself for re-appointment.													
Whether promoter/ promoter group are interested in the agenda/resolution?		No													
Category	Mode of Voting	No. of shares held	(1)	No. of votes polled	(2)	% of Votes Polled on outstanding shares	(3)=[(2)/(1)]* 100	No. of Votes in favour	(4)	No. of Votes - against	(5)	% of Votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	529080573	529080573	529080573	100			529080573	0	0	100				
	Poll	0	0	0	0										
	Postal Ballot (if applicable)	0	0	0	0										
	Total	529080573	529080573	529080573	100			529080573	0	0	100				
Public-Institutions	E-Voting	2333325	2333325	2333325	100			2333325	0	0	100				
	Poll	0	0	0	0										
	Postal Ballot (if applicable)	0	0	0	0										
	Total	2333325	2333325	2333325	100			2333325	0	0	100				
Public-Non Institutions	E-Voting	15093	15093	15093	100			15085	8	0	99.95			0.05	
	Poll	16691	16691	16691	100			16691	0	0	100.00			0	
	Postal Ballot (if applicable)	0	0	0	0										
	Total	31784	31784	31784	100			31776	8	0	99.95			0.05	
Total		531445682	531445682	531445682	100			531445674	8	0	99.99999849			0.000002	



Resolution No. 3

Resolution required: (Ordinary/ Special)		Ordinary - To re-appoint Ms. Deloitte Haskins and Sells, Chartered Accountants, Chennai as the Statutory Auditors of the Company													
Whether promoter/ promoter group are interested in the agenda/resolution?		No													
Category	Mode of Voting	No. of shares held	(1)	No. of votes polled	(2)	% of Polled outstanding shares	(3)=[(2)/(1)]* 100	No. of Votes in favour	(4)	No. of Votes - against	(5)	% of Votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	529080573	529080573	100	529080573	100	529080573	0	100	0	0	100	0	0	0
	Poll	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	529080573	529080573	100	529080573	100	529080573	0	100	0	0	100	0	0	0
Public-Institutions	E-Voting	2333325	2333325	100	2333325	100	2333325	0	100	0	0	100	0	0	0
	Poll	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	2333325	2333325	100	2333325	100	2333325	0	100	0	0	100	0	0	0
Public-Non Institutions	E-Voting	15093	15093	100	15085	99.95	15085	8	99.95	8	99.95	100.00	0	0.05	0
	Poll	16691	16691	100	16691	100	16691	0	100.00	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	31784	31784	100	31776	99.95	31776	8	99.95	8	99.95	99.9999849	0.05	0.05	0.000002
Total		531445682	531445682	100	531445674	99.99999849	531445674	8	99.99999849	8	99.99999849	0.000002	0.000002	0.000002	0.000002



*P. Suman*

Resolution No. 4

Resolution required: (Ordinary/ Special)		Ordinary - Approval of the material related party transactions entered between the Company and its subsidiary M/s. Beta Wind Farm Private Limited													
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes													
Category	Mode of Voting	No. of shares held	(1)	No. of votes polled	(2)	% of Polled outstanding shares	(3)=[(2)/(1)]*100	No. of Votes in favour	(4)	No. of Votes - against	(5)	% of Votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	529080573		529080573 *		0		0		0		0			
	Poll	0		0		0		0		0		0			
	Postal Ballot (if applicable)	0		0		0		0		0		0			
	Total	529080573		529080573		100		0		0		100			
Public-Institutions	E-Voting	2333325		2333325		100		2333325		0		100			
	Poll	0		0		0		0		0		0			
	Postal Ballot (if applicable)	0		0		0		0		0		0			
	Total	2333325		2333325		100		2333325		0		100			
Public-Non Institutions	E-Voting	15093		15093		100.00		11585		3508		76.76		23.24	
	Poll	16691		16691		100		16691		0		100.00		0	
	Postal Ballot (if applicable)	0		0		0		0		0		0		0	
	Total	15093		31784		100		28276		3508		88.963		11.037	
Total		531445682		531445682		100		2361601		3508		99.85167703		0.14832297	

\* The number of votes cast by the promoter and promoter group through e-voting is considered as INVALID, since they are interested in this resolution No. 4.





**B. CHANDRA**  
Practising Company Secretary

AG3, Ragamalika,  
#26, Kumaran Colony Main Road,  
Vadapalani, Chennai - 600 026.

E-mail : bchandra1@gmail.com  
bchandracoasecy@gmail.com  
H/P : 9840276313, 9840375053, 7358269819

FORM NO. MGT - 13

**Report of the Scrutinizer(s)**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

Dated 11<sup>th</sup> August 2016

To

*The Chairman,  
of the Annual General Meeting of ORIENT GREEN POWER COMPANY LIMITED,  
held on 11<sup>th</sup> August 2016 at Kamakoti Hall, Sri Krishna Gana Sabha, 20,  
Maharajapuram Santhanam Road, T.Nagar, Chennai - 600 017, at 3.00 p.m.*

**Subject:** *Ordinary Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under- Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, framed there under & Voting by Poll under Section 109 of the Companies Act read with Rule 21 of the Companies (Management & Administration) Rules, 2014, framed there under*

Dear Sir,

I, B Chandra, Practising Company Secretary, having my office at AG3, Ragamalika No 26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026 appointed as Scrutinizer as per the letter dated 15<sup>th</sup> May 2016, for the purpose of voting by electronic means on the below mentioned resolutions, at the Annual General Meeting of ORIENT GREEN POWER COMPANY LIMITED held on 11<sup>th</sup> August 2016, at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai - 600 017, at 3.00 pm hereby submit my report as under



a.	Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available) and to the other shareholders by registered post on 18 <sup>th</sup> July, 2016 and subsequently, the Notice convening was also placed on the website of the Company and that of the agency, i.e., Link Intime India Private Limited (Registrar and Share Transfer Agent). The members of the Company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited(CDSL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper (Business Standard) of wide circulation on 20.07.2016 and a vernacular newspaper (Makkal Kural) on the 20.07.2016
c.	The e-voting period commenced on August 6, 2016 at 10:00 A.M. and ended on August 10, 2016 at 05:00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on August 10, 2016 at 05:00 P.M, the CDSL portal was blocked for voting.
e.	The votes cast were unblocked in the presence of two witnesses on August 11, 2016
f.	A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
g.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorisation to vote/attend the resolutions considered in the Annual General Meeting.

At the Annual general meeting held at the scheduled time, date and venue, the Chairman announced a poll taking into account the provisions of law as well as the clarifications issued by the Ministry of Corporate Affairs dated 19-03-2015.

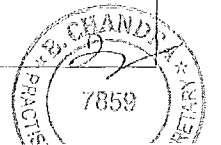
The polling papers in Form MGT-12 as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the one ballot box kept at convenient location in the Venue.



1. At the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me/us.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. None of the poll papers were incomplete and/or which were otherwise found defective.

The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31 <sup>st</sup> March 2016, Statement of Profit and Loss for the year ended 31 <sup>st</sup> March 2016 and the Cash Flow Statement of the Company for the year ended 31 <sup>st</sup> March, 2016 together with the Directors' Report and the Auditors' Report thereon.	Ordinary
2	To appoint a Director in place of Mr. T. Shivaraman who retires by rotation at this meeting and being eligible, offers himself for re-appointment.	Ordinary
3	To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution : "Resolved That pursuant to the provisions of section 139 and other applicable provisions if any of the Companies Act, 2013 and the Rules frames thereunder, as amended from time to time M/s. Deloitte Haskins and Sells, (Registration No.008072S) Chartered Accountants, Chennai be and are hereby reappointed as the Statutory Auditors of the company, to hold office from the conclusion of this Ninth Annual General Meeting till the conclusion of Tenth Annual General Meeting of the company".	Ordinary
4	SPECIAL BUSINESS To consider and thought fit to pass with or without modification(s) the following resolution as an ordinary	Ordinary



resolution "Resolved that pursuant to Section 188(3) and other applicable provisions if any of the Companies Act, 2013 and in terms of Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, the contract and/ or arrangements entered with the following related party be and is hereby ratified "		
Beta Wind Farm Private Limited	transaction value - Rs 79.96 Crores	Issue of Corporate Guarantee to various Project Lenders in connection with Existing/New Projects Loans to be availed by its subsidiary M/s. Beta Wind Farm Private Limited

The results of the poll & voting by electronic means are as follows:

The details of the number of members present and voting in person or by proxy and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S.No	Number of members who cast their votes either by e-voting/ poll in the AGM		Number of valid Votes	Number of invalid votes
	ASSENT	DISSENT		
1	37	1	38	0
2	37	1	38	0
3	37	1	38	0
4	32	3	35	6

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

E VOTING & POLL						
Resolution S.No	No of VOTES CAST IN FAVOUR	No of VOTES CAST AGAINST	Total - Valid Votes	Assent %	Dissent %	Passed/Not Passed
1	53,14,45,674	8	53,14,45,682	99.999998	0.000002	Passed as Ordinary resolution
2	53,14,45,674	8	53,14,45,682	99.999998	0.000002	Passed as Ordinary resolution




3	53,14,45,674	8	53,14,45,682	99.99999849	0.000002	Passed as Ordinary resolution
4	23,61,601	3508	23,65,109	99.85167703	0.14832297	Passed as Ordinary resolution

Since the requisite no. of votes cast in favour exceeded the No of votes cast against in respect of resolutions in S No 1 to 4, I hereby report that the above resolutions were passed with requisite majority.

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
5. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

Thanking you,

Yours faithfully,

BC  


B CHANDRA  
 Company Secretary in Practice


CP No 7859

Encl: Polling Papers 7 in number.

Witness :1

  
 (K. Suresh)

Witness :2

  
 (R. NARAYAN)