



ORIENT GREEN POWER COMPANY LIMITED

August 11 2017

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 Tenth Annual General Meeting (AGM) of the Company, in terms of Regulation 44 (3) of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: Letter dated 10<sup>th</sup> August 2017**

In continuation to our letter as mentioned in the reference, we wish to inform you that the shareholders at the AGM held on 09<sup>th</sup> August, 2017 have passed all the items of business with requisite majority, as stated in the Notice of the Tenth 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. E-Voting Results (physical and e-voting),
2. Scrutinizer's Report on the voting process.

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

Thanking you,

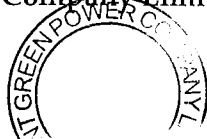
Yours faithfully,

**For Orient Green Power Company Limited**

*P. Srinivasan*

**P Srinivasan**

**Company Secretary & Compliance Officer**



Encl: a/a

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

Date of the AGM	09th August 2017
Total number of shareholders on record date	29,420
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	
Present in person	6
Present in Proxy	0
Public:	
Present in person	1111
Present in Proxy	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	Nil
Public	Nil





Agenda – wise voting results are as below:

Resolution No. 1

Resolution required: (Ordinary/ Special)		Ordinary - 1. To receive, consider and adopt the Audited Financial Statements, including Cash Flow Statement of the Company, for the Financial Year ended 31st March, 2017, and reports of the Board of Directors and Auditors 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 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)]*100
Promoter and Promoter Group	E-Voting Poll	529080573	529080573	100	529080573	0	100								
	Postal Ballot (if applicable)	0	0	0.00		0	0.00								
	Total	529080573	529080573	100.00	529080573	0	100.00								
Public-Institutions	E-Voting Poll	21628137	21628137	100.00	21628137	0	100.00								
	Postal Ballot (if applicable)	0	0	0.00		0	0.00								
	Total	21628137	21628137	100.00	21628137	0	100.00								
Public-Non Institutions	E-Voting Poll	1005371	1005371	100.00	993270	12101	98.79	1.20							
	Postal Ballot (if applicable)	2025	1925	95.06	1625	0	84.41	0.00							
	Total	1007396	1007296	99.99	994895	12101	98.76	1.20							
Total		551716106	551716006	100.00	551703605	12101	99.997	0.002							





Resolution No. 2

Resolution required: (Ordinary/ Special)		Ordinary - 2. To appoint a Director in place of Mr. S. Srinivasan (DIN: 00014652) 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 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 Poll	529080573	529080573	100	529080573	100	529080573	0	100	0	0	100	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 Poll	21628137	21628137	100	21628137	100	21628137	0	100	0	0	100	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	21628137	21628137	100	21628137	100	21628137	0	100	0	0	100	0	0	0
Public-Non Institutions	E-Voting Poll	1005371	1005371	100	993270	98.80	12101	12101	98.80	1.20	1.20	98.80	1.20	1.20	1.20
	Postal Ballot (if applicable)	2025	1925	95.06	1625	84.41	0	0	84.41	0	0	84.41	0	0	0
	Total	1007396	1007296	99.99	994895	98.768	12101	12101	98.768	1.201	1.201	98.768	1.201	1.201	1.201
Total		551716106	551716006	100	551703605	99.997	12101	12101	99.997	0.002	0.002	99.997	0.002	0.002	0.002



## Resolution No. 3

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 on votes 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	21628137	21628137	100	21628137	0	100	0
	Poll	0	0	0		0	0	0
	Postal Ballot (if applicable)	0	0	0		0	0	0
	Total	21628137	21628137	100	21628137	0	100	0
Public-Non Institutions	E-Voting	1005371	1005371	100	993270	12101	98.80	1.20
	Poll	2025	1925	95.06	1625	0	84.41	0
	Postal Ballot (if applicable)	0	0	0		0	0	0
	Total	1007396	1007296	99.99	994895	12101	98.768	1.201
Total		551716106	551716006	100	551703605	12101	99.997	0.002

Ordinary - 3. To appoint M/s. G.D.Apte, Chartered Accountants, as the Statutory Auditors and fix remuneration.

Whether promoter/ promoter group are interested in the agenda/resolution?  
No





Resolution No. 4

Resolution required: (Ordinary/ Special)		Special -4. Re-appointment of Mr. S. Venkatachalam as the Managing Director of the Company for a further period of 3 years.													
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 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								
	Poll	0	0	0			0								
	Postal Ballot (if applicable)	0	0	0			0								
Public-Institutions	Total	529080573	529080573	100	529080573	0	100								0
	E-Voting	21628137	21628137	100	21628137	0	100								
	Poll	0	0	0			0								
Public-Non Institutions	Postal Ballot (if applicable)	0	0	0			0								
	Total	21628137	21628137	100	21628137	0	100								0
	E-Voting	1005371	1005371	100	993270	12101	98.80								1.20
Total	Poll	2025	1925	95.06	1625	0	84.41								0
	Postal Ballot (if applicable)	0	0	0	0	0	0								0
	Total	1007396	1007296	99.99	994895	12101	98.768								1.201
		551716106	551716006	100	551703605	12101	99.997								0.002



Resolution required: (Ordinary/ Special)		Special -5. Payment of Management Fee to SVL 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 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	103021977	103021977	103021977	103021977	100	100	103021977	0	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	103021977	103021977	103021977	103021977	0	0	0	0	0	0	100	0	0	0
Public-Institutions	E-Voting	21628137	21628137	21628137	21628137	100	100	21628137	0	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	21628137	21628137	21628137	21628137	100	100	21628137	0	0	0	100	0	0	0
Public-Non Institutions	E-Voting	1005371	1005371	1005371	1005371	100	100	991398	13973	13973	98.61	98.61	1.20	1.20	1.20
	Poll	2025	2025	1925	1925	95.06	95.06	1625	0	0	84.41	84.41	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	1007396	1007396	1002915	1002915	99.99	99.99	993023	9492	9492	99.01	99.01	0.94	0.94	0.94
	Total	125657510	125657510	125657510	125657510	100	100	125643137	13973	13973	99.98	99.98	0.01	0.01	0.01





**B. CHANDRA**  
Practising Company Secretary

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

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

**FORM NO. MGT - 13**

**Report of the Scrutinizer(s) [Pursuant to rule section 108 & 109 of the Companies Act, 2013  
and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 as  
amended upto date**

9<sup>th</sup> August 2017

To

*The Chairman,*

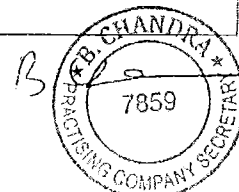
of the Annual General Meeting of M/s. Orient Green Power Company Limited held on 9<sup>th</sup> August, 2017 at "Sri Krishna Gana Sabha", Maharajapuram Santhanam Salai, T Nagar, Chennai, Tamil Nadu 600017 at 3.00 p.m.

**Subject:** Voting at Annual General Meeting - Ordinary & Special 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 & 109 of the Companies Act, 2013 read with Rule 20 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.

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 30/06/2017, for the purpose of remote e- voting and through ballot, at the Annual General Meeting of M/s. Orient Green Power Company Limited held on 9<sup>th</sup> August, 2017 at "Sri Krishna Gana Sabha", Maharajapuram Santhanam Salai, T Nagar, Chennai, Tamil Nadu 600017 at 3.00 p.m. on the below mentioned resolutions, hereby submit my report as under:

a.	Pursuant to Section 101, 108 of the Act and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, 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) on 14 <sup>th</sup> July 2017 and to the other shareholders by registered post on the 15 <sup>th</sup> July 2017 and subsequently, the Notice convening was also placed on the website of the Company. 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 "Trinity Mirror" of wide circulation on 17 <sup>th</sup> July, 2017 and in a vernacular newspaper "MakkalKural" on the same date.





c.	The remote e-voting period commenced on 3 <sup>rd</sup> August, 2017 at 09:00 A.M. and ended on 8 <sup>th</sup> August, 2017 at 05:00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 8 <sup>th</sup> August, 2017 at 05:00 P.M, the CDSL portal was blocked for voting.
e.	The List of shareholders who cast their votes through remote e-voting were unblocked in the presence of two witnesses on August 09, 2017.
f.	The Corporate members who had participated in the remote e-voting and had provided the scanned copy of the resolution passed at their Board Power of Attorney for authorization to exercise their votes through e-voting have been taken into account.

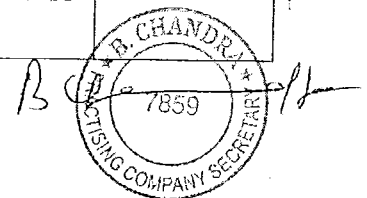
At the Annual General Meeting held at the scheduled time, date and venue, the Chairman announced a poll through ballot, taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs dated 19-03-2015.

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 two ballot boxes kept at convenient locations in the Venue.

1. At the time fixed for closing of the poll by the Chairman both the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were 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. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

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

S.No	Resolutions	Nature of Resolution
1	To consider and adopt the Audited Financial Statements (Standalone and Consolidated Financial Statements, including Cash Flow Statement) of the Company for the Financial Year ended 31 <sup>st</sup> March, 2017, and reports of the Board of Directors and Auditors thereon.	Ordinary
2	To appoint a Director in place of Mr. S. Srinivasan who retires by rotation at this meeting and being eligible, offers himself for re-appointment.	Ordinary



3	To appoint M/s G.D.Apte and Co, Chartered Accountants, Pune (Firm Registration No. 100515W), as Statutory Auditors of the Company for a period of 5 years from the conclusion of this 10th Annual General Meeting until the conclusion of 15th Annual General Meeting.	Ordinary
4	To approve the Reappointment of Mr. S.Venkatachalam, as the Managing Director of the Company for a further period of 3 years.	Special
5	To approve the payment of Management Fee to SVL Limited	Special

On the conclusion of the Annual General Meeting, the votes cast through remote e-voting was unblocked and were available for viewing by the undersigned. The votes cast through e-voting and through ballot in the venue of the Annual General Meeting were duly considered after ignoring duplicates votes cast, if any, pursuant to the extant rules.

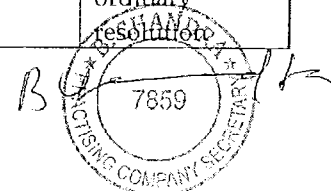
A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.

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 members who cast their Votes which were valid	Number of members who cast their Votes which were invalid
	ASSENT	DISSENT		
1	75	6	81	2
2	75	6	81	2
3	75	6	81	2
4	75	6	81	2
5	68	10	78	3

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 with requisite majority/Not Passed
1*	551703605	12101	551715706	99.9978	0.0022	Passed as ordinary resolution



2*	551703605	12101	551715706	99.9978	0.0022	Passed as ordinary resolution
3*	551703605	12101	551715706	99.9978	0.0022	Passed as ordinary resolution
4#	551703605	12101	551715706	99.9978	0.0022	Passed as special resolution
5\$	125643137	13973	125657110	99.9889	0.0111	Passed as special resolution

\* the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in S Nos 1 to 3

# the no of votes cast in favour were not less than three times the votes cast against in respect of resolution in S No 4.

\$ the no of votes cast in favour were not less than three times the votes cast against in respect of resolution in S No 5 after ignoring the votes cast by the related party as per Section 188 of the Companies Act, 2013.

I hereby report that the above resolutions were passed with requisite majority.

4. The poll papers and all other relevant records have been sealed and kept under 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,

*B. Chandra*  
 B. CHANDRA  
 Company Secretary in Practice  
 CPIN 87859

Encl: Polling Papers 9 in number.