



B. CHANDRA
Practising Company Secretary

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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**

9th August 2017

To

The Chairman,

of the Annual General Meeting of M/s. Orient Green Power Company Limited held on 9th 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 9th 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 th July 2017 and to the other shareholders by registered post on the 15 th 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 th July, 2017 and in a vernacular newspaper "MakkalKural" on the same date.



c.	The remote e-voting period commenced on 3 rd August, 2017 at 09:00 A.M. and ended on 8 th 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 th 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.

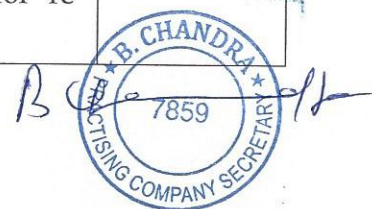
At the Annual General Meeting held at the scheduled time, date and venue, the Chairman announced a poll through ballot, taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs dated 19-03-2015.

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 st 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.

- 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
 CP No 7859



Encl: Polling Papers 9 in number.