



**B. CHANDRA**  
Practising Company Secretary

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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

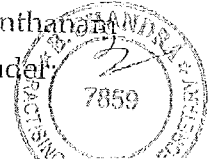
To

*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.

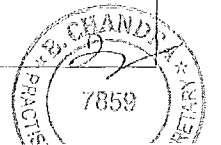
The polling papers in Form MGT-12 as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the one ballot box kept at convenient location in the Venue.



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

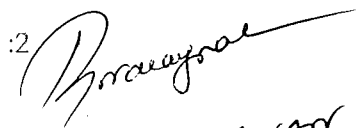
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Encl: Polling Papers 7 in number.

Witness :1

  
 (K. Suresh)

Witness :2

  
 (R. NARAYANAN)