

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 16th Annual General Meeting (AGM) of Orient Green Power Company Limited, held on Friday, June 30, 2023 at 12:05 PM held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

1. The 16th Annual General Meeting ("AGM") of the Equity Shareholders of **Orient Green Power Company Limited ("The Company")** was held on Friday, June 30, 2023 at 12.05 PM 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 (Listing Obligations & Disclosure Requirements) Regulations 2015 ("LODR Regulations").
2. I, **M. Alagar, Practising Company Secretary (COP No.8196)**, have been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the votes cast through remote E-Voting and E-Voting at the AGM for passing the items on the agenda as contained in the 16th AGM Notice dated June 03, 2023.
3. In view of the relaxation by the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 2/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022, 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.

4. 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.
5. 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.
 6. 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).
 7. The Shareholders of the Company holding shares as on the "**Cut-off**" date of (i.e. on Friday, June 23, 2023) were entitled to vote on the resolution as set out in the AGM Notice.
 8. The remote E-Voting commenced on Tuesday, June 27, 2023 at 10.00 A.M.(IST) and ended on Thursday, 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.
 9. 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 through remote E-Voting were allowed to cast their votes through E-Voting system during the AGM.
 10. 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.
 11. 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 receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon (**Ordinary Resolution**)

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	292	279	13
2.	Number of votes cast by them	245146282	245138139	8143
3.	% of votes cast	100	99.9967	0.0033

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**)

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	292	262	30
2.	Number of votes cast by them	245146282	245046162	100120
3.	% of votes cast	100	99.9592	0.0408

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 appoint Ms. Sannovanda Swathi Machaiah as an Independent Director of the Company (**Special Resolution**)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	292	270	22
2.	Number of votes cast by them	245146282	245113128	33154
3.	% of votes cast	100	99.9865	0.0135

RESULT:

I report that the Special 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 Material Related Party Transaction(s) (**Ordinary Resolution**)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	292	267	25
2.	Number of votes cast by them	245146282	245105698	40584
3.	% of votes cast	100	99.9834	0.0166

RESULT:

I report that the Ordinary 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.

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

Managing Partner

FCS No: 7488/ CoP No: 8196

UDIN: F007488E000530142

Peer Review Certificate No: 1707/2022



Date: July 01, 2023

Place: Chennai



Annexure I

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 receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March, 2023 together with the Reports of the Board of Directors and Auditors 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
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		244210335	100.0000	244210335	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	244210335	0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total	244210335	244210335	100.0000	244210335	0	100.0000	0
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	26849909	0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total	26849909	0	0	0	0	0	0
Public- Non Institutions	E-Voting		924045	0.1926	915902	8143	99.1188	0.8812
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	479663733	0	0	0	0	0	0
	Venue-Voting		11902	0.0025	11902	0	100.0000	0
	Total	479663733	935947	0.1951	927804	8143	99.1300	0.8700
Total		750723977	245146282	32.6546	245138139	8143	99.9967	0.0033





Resolution No.	2. To appoint a Director in place of Mr. P Krishna Kumar (DIN: 01717373) who retires by rotation and, being eligible, offers himself for re-appointment.							
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 (3)=[(2)/(1)]* 100	No. of Votes in favour	No. of Votes against	% 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		244210335	100.0000	244210335	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	244210335	0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		244210335	100.0000	244210335	0	100.0000	0
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	26849909	0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		924045	0.1926	823925	100120	89.1650	10.8350
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	479663733	0	0	0	0	0	0
	Venue-Voting		11902	0.0025	11902	0	100.0000	0
	Total		935947	0.1951	835827	100120	89.3028	10.6972
Total		750723977	245146282	32.6546	245046162	100120	99.9592	0.0408





Resolution No.	3. To appoint Ms. Sannovanda Swathi Machalaiah as an Independent Director of the Company.							
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 (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% 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		244210335	100.0000	244210335	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	244210335	0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		244210335	100.0000	244210335	0	100.0000	0
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	26849909	0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		924045	0.1926	890891	33154	96.4121	3.5879
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	479663733	0	0	0	0	0	0
	Venue-Voting		11902	0.0025	11902	0	100.0000	0
	Total		935947	0.1951	902793	33154	96.4577	3.5423
Total		750723977	245146282	32.6546	245113128	33154	99.9865	0.0135





Resolution No.		4. 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 $(3) = \frac{[(2)/(1)] * 100}{100}$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled $(6) = \frac{[(4)/(2)] * 100}{100}$	% of Votes against on votes polled $(7) = \frac{[(5)/(2)] * 100}{100}$
Promoter and Promoter Group	E-Voting		244210335	100.0000	244210335	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	244210335						
	Venue-Voting		0	0	0	0	0	0
	Total		244210335	100.0000	244210335	0	100.0000	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	26849909						
	Venue-Voting		0	0	0	0	0	0
	Total	26849909	0	0	244210335	0	0	0
Public- Non Institutions	E-Voting		924045	0.1926	883461	40584	95.6080	4.3920
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	479663733						
	Venue-Voting		0	0	0	0	0	0
	Total	479663733	11902	0.0025	11902	0	100.0000	0
Total		750723977	935947	0.1951	895363	40584	95.6639	4.3361
			245146282	32.6546	245105698	40584	99.9834	0.0166

