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May 24, 2014

SCRUTINIZER'S REPORT

To

The Company Secretary
M/S Orient Green Power Company Limited
Sigappi Achi Building, 1st Floor,
18/3 Rukmini Lakshmipathi Road, Egmore
Chennai - 600008.

Subject:

1. Special Resolution under Section 180(1)(a) of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.
2. Special Resolution under Section 186 of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.
3. Ordinary Resolution under Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions if any of the Companies Act, 1956 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under
4. Special Resolution under Section 372A of the Companies Act 1956 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.
5. Special Resolution under Section 180(1)(a) of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.
6. Special Resolution under Section 27 of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.
7. Special Resolution under Section 188 of the Companies Act 2013 - Passing of



resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.

Dear Sir,

Please refer to your letter dated 5th April 2014 appointing me as the Scrutinizer for the purpose of ascertaining the result of the above said resolution(s) passed by means of Postal Ballot process.

As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot Forms (both by physical mode & e voting) received from the members of the Company, I hereby submit my report as under:

1.1	The Company, on 22 nd April 2014 completed the dispatch of Postal Ballot Forms along with self-addressed postage prepaid envelope to its Members whose e mail ids are not registered with the Company but whose name(s) appeared on the Register of Members/list of beneficiaries as on 11 th April 2014. In respect of those members whose e mail id is registered with the Company, the Postal ballot forms along with the notice and the Statement were sent by e mail on the same date through the Registrar & Transfer Agent M/s Link in Time India Private Limited. Members were also given the option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited (CDSL), as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form
1.2	The Public Advertisement with respect to dispatch of postal ballot was published on 26 th April 2014.
1.3	In terms of the Public Notice, the last date and time fixed to receive the Postal Ballot Forms from the members was not later than close of working hours(i.e. before 5.00 PM on Friday, 23 rd May 2014. In case of E voting, members were requested to cast their votes electronically before 5.00 P.M., Friday, 23 rd May 2014.
1.4	Particulars of all the postal ballot forms received from the Members physically and votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	The postal ballot forms were kept under the safe custody in a sealed and tamper proof ballot box.
1.6	The ballot box was opened on 23 rd May 2014 at 6.00 P.M. in my presence.
1.7	The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries as on 11 th April 2014 as maintained by the Company. Votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries and checked for duplication viz, voting by both physical and electronic mode. The votes downloaded from the e-Voting system were collated on 24 th May 2014 at 10.00 A.M. No duplicate votes were however could be detected.
1.8	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on



	23 rd May 2014, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
1.9	Envelopes containing postal ballot forms received after 5.00 PM on 23 rd May 2014 were not considered for my scrutiny.
1.10	603 envelopes containing postal ballot form were returned undelivered.
1.11	I did not find any defaced or mutilated ballot papers.

2. A summary of the postal ballot forms process is given below:

2.1 With reference to resolution proposed to be passed as a Special Resolution under Section 180(1)(a) of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.

Particulars		No. of postal ballot forms	Total No. of votes
PHYSICAL			
(a)	Total postal ballot forms received	350	447534017
(b)	Less: Invalid postal ballot forms (as per register)	81	56534
(c)	Net valid postal ballot forms/ No. of votes (as per register)	269	447477483
(d)	Postal ballot forms / No. of votes with assent to the Resolution	240	447457086
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	29	20397
E VOTING			
Particulars		Voter Count	Vote Count
(a)	Total count	82	62818
(b)	Invalid votes	Nil	Nil
(c)	Valid votes	82	62818
(d)	Total votes – Assent to the resolution	57*	45539
(e)	Total votes – Dissent to the resolution	28*	17279

(*) Three share holders who voted for e voting voted partially in favour of the resolution and partially against the resolution.



SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	44,75,02,625	99.99%
Total votes – Dissent to the resolution	37,676	0.01%
TOTAL	44,75,40,301	100%

Since 44,75,02,625 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.99% of the total number of votes representing net valid votes cast as per summary above, I hereby report that the above said resolution be passed as Special resolution.

2.2 With reference to resolution proposed to be passed as a Special Resolution under Section 186 of the Companies Act, 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.

Particulars		No. of postal ballot forms	Total No. of votes
PHYSICAL			
(a)	Total postal ballot forms received	350	44,75,34,667
(b)	Less: Invalid postal ballot forms (as per register)	88	60,664
(c)	Net valid postal ballot forms/ No. of votes (as per register)	262	44,74,74,003
(d)	Postal ballot forms / No. of votes with assent to the Resolution*	224	44,74,46,556
(e)	Postal ballot forms / No. of votes with dissent to the Resolution*	38	27,447
E VOTING			
Particulars		Voter Count	Vote Count
(a)	Total count	82	63,038
(b)	Invalid votes	Nil	Nil
(c)	Valid votes	82	63,038
(d)	Total votes – Assent to the resolution	48*	23,395
(e)	Total votes – Dissent to the resolution	37*	39,643



