



**P Sriram & Associates**  
Practising Company Secretaries

**Scrutinizer's Report on remote e-voting in connection with Court Convened Meeting of the Equity Shareholders of Orient Green Power Company Limited held on 6<sup>th</sup> June, 2016, at Mini Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017.**

7<sup>th</sup> June, 2016

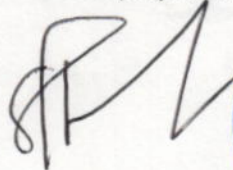

To,

**Shri N.Rangachary,**

Chairman appointed by the Hon'ble High Court of Madras at Chennai  
Court Convened Meeting of Equity Shareholders of  
Orient Green Power Company Limited  
4th Floor, Sigappi Achi Building,  
18/3 Rukmini Lakshmi pathi Road,  
Egmore, Chennai,  
Tamil Nadu – 600 008.

Dear Sir,

1. The Board of Directors of Orient Green Power Company Limited ("the Company") appointed me, P. Sriram, Practising Company Secretary, as scrutinizer for the purpose of scrutinizing the remote e-voting process ("remote e-voting") which has been carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (erstwhile Clause 35B of the Listing Agreement), on the below mentioned resolution contained in the Notice dated 30<sup>th</sup> April, 2016 ("the Notice") for business to be transacted at the Court Convened Meeting ("the Meeting") held on 6<sup>th</sup> June, 2016 at Mini Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017 in the matter of Scheme of Arrangement and Amalgamation between Orient Green Power Company Limited ("Transferee / Demerged Company") and Bharath Wind Farm Limited ("Transferor Company") and Biobijlee Green Power Limited ("Resulting Company") and their respective shareholders.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules in the matter of voting through remote e-voting on the resolution contained in the Notice of the Meeting of the Equity Shareholders of the Company dated April 30, 2016.
3. The Equity Shareholders of the Company as on the "cut-off date" fixed for the purpose i.e. 30<sup>th</sup> May, 2016 were entitled to vote on the resolution as set out in the Notice of the Meeting of the Equity Shareholders of the Company.
4. The Company had appointed M/s. Central Depository Services Limited ("CDSL"), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide remote e-voting facilities to the Equity shareholders of the Company from 9:00 A.M. on 2<sup>nd</sup> June, 2016 to 5:00 P.M. on 5<sup>th</sup> June, 2016.

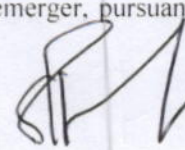
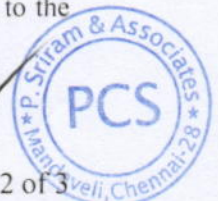
  


5. My responsibility as the scrutinizer for the remote e-voting process is restricted to scrutinize the remote e-voting process in a fair and transparent manner and to prepare Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on the reports generated from the remote e-voting system provided by CDSL.
6. On the completion of e-voting period, in compliance with the Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, after counting the votes cast at the Court Convened meeting, and after the conclusion of the Court Convened EGM held on 6<sup>th</sup> June, 2016 at 11.20 A.M, voting portal of CDSL was unblocked to arrive at the details of the votes cast through remote e-voting
7. I scrutinized and reviewed the voting through electronic means based on the data downloaded from the CDSL remote e-Voting system.
8. Thereafter, CDSL generated the list of Equity Shareholders, who voted "for" or "against" the resolution, from the remote e-voting system and based on such list, the result of the remote e-voting is as under:

Resolution to be passed by the requisite majority of the Equity Shareholders:

**'RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956, and Section 52 of the Companies Act, 2013 (or any corresponding provisions of Companies Act, 2013 as may be notified) and Companies (Court) Rules, 1959 (including any modification/amendment and re-enactment thereof) or any amended act and in accordance relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Hon'ble High Court of Madras at Chennai, the proposed Scheme of Arrangement and Amalgamation between Orient Green Power Company Limited and Bharath Wind Farm Limited and Biobijlee Green Power Limited and their respective shareholders placed before the meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved'.

**'RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 of Companies Act, 1956, read with Section 52 of the Companies Act, 2013, and Sections 100 to 103 of the Companies Act, 1956 and any other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, as applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with circular issued thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association and relevant provisions of applicable laws, and subject to the approval of the Hon'ble High Court of Madras at Chennai, the Scheme of Arrangement and Amalgamation between Orient Green Power Company Limited and Bharath Wind Farm Limited and Biobijlee Green Power Limited and their respective shareholders, consent of the members of the Company be and is hereby accorded to the reduction of the securities premium account of the Company by an amount upto INR 750 Crores (Rupees Seven Hundred and Fifty Crores only) being (i) the excess of the book value of assets transferred over the book value of liabilities transferred, and after considering the reduction of shareholding of the Demerged Company in the Resulting Company as per Clause 17 and 18 of the Scheme; and (ii) the existing debit balance in the profit and loss account of the Demerged Company as on the Appointed Date for Demerger, pursuant to the Scheme.'

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things as are considered requisite or necessary to effectively implement the Scheme and accept such modification and/or 3 conditions, if any, which may be required and/or imposed by the High Court of Madras at Chennai, while sanctioning the Scheme or by any authority under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out and/or implementing the Scheme '.

(i) Voted **in favour** of the resolution:

| Number of Equity Shareholders voted | Number of votes cast in favour | % of total number of valid votes cast |
|-------------------------------------|--------------------------------|---------------------------------------|
| 23                                  | 81,83,162                      | 100%                                  |

(ii) Voted **against** the resolution:

| Number of Equity Shareholders voted | Number of votes cast against | % of total number of valid votes cast |
|-------------------------------------|------------------------------|---------------------------------------|
| -                                   | -                            | -                                     |

(iii) **Valid** Votes:

| Total number of Equity Shareholders whose votes were valid | Total number of votes cast under Valid votes |
|--|--|
| 23   | 81,83,162                                    |

(iv) **Abstained / Invalid** Votes:

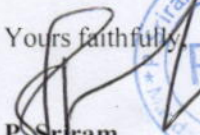
| Total number of Equity Shareholders who have not cast votes "for" or "against" | Total number of votes |
|--|-----------------------|
| -  | -                     |

A Compact Disc (CD) containing details of Equity Shareholders who voted through remote e-voting, "For" or "Against" and "Invalid" / "Abstained" votes for the Scheme is specified in Annexure I, Annexure II and Annexure III respectively, is enclosed to this report.

9. Electronic data and other relevant records relating to remote e voting has been kept in my safe custody and shall be retained until the minutes of the Meeting are approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

  
**P. Sriram**  
 Practicing Company Secretary  
 Membership No.4862



Place : Chennai  
 Dated : 7<sup>th</sup> June, 2016

**ANNEXURE - I**  
**LIST OF SHAREHOLDERS WHO VOTED ON THE SCHEME**

| Sr. No. | Name                                   | Number of shares held | Number of shares voted FOR | Number of shares voted AGAINST | Status |
|---------|--|-----------------------|----------------------------|--------------------------------|--------|
| 1       | MRS RUKMINI VISHNU KUNDNANI            | 125                   | 125                        | -                              | VALID  |
| 2       | HARESHBHAI BHAGWANDAS SURTI            | 400                   | 400                        | -                              | VALID  |
| 3       | Mr DEVKISHAN P D                       | 1                     | 1                          | -                              | VALID  |
| 4       | Mrs ANNE SAROJA                        | 10,000                | 10,000                     | -                              | VALID  |
| 5       | Mr ANNE ADINARAYANA                    | 20,000                | 20,000                     | -                              | VALID  |
| 6       | Me SAI PAVAN TEJA ANNE                 | 10,000                | 10,000                     | -                              | VALID  |
| 7       | Mr SAI PRATHEEK ANNE                   | 10,000                | 10,000                     | -                              | VALID  |
| 8       | MRS. ABIDA BEGUM ILKAL                 | 1                     | 1                          | -                              | VALID  |
| 9       | MRS TASNEEM KAUSER                     | 1                     | 1                          | -                              | VALID  |
| 10      | MR PRINCE GOYAL                        | 1                     | 1                          | -                              | VALID  |
| 11      | A S BALAJI                             | 600                   | 600                        | -                              | VALID  |
| 12      | NAGARADJANE G                          | 35                    | 35                         | -                              | VALID  |
| 13      | BESSEMER INDIA CAPITAL HOLDINGS II LTD | 386,526               | 386,526                    | -                              | VALID  |
| 14      | BESSEMER INDIA CAPITAL PARTNERS II SA  | 5,408,286             | 5,408,286                  | -                              | VALID  |
| 15      | KARTHIK G                              | 125                   | 125                        | -                              | VALID  |
| 16      | PRMOD KUMAR PREMNARAYAN SOMANI         | 155                   | 155                        | -                              | VALID  |
| 17      | MAHENDER SINGH GHANGAS                 | 125                   | 125                        | -                              | VALID  |
| 18      | KEVAL KRISHAN TANEJA                   | 1,000                 | 1,000                      | -                              | VALID  |
| 19      | GENERAL INSURANCE CORPORATION OF INDIA | 2,333,325             | 2,333,325                  | -                              | VALID  |
| 20      | PARVEEZ                                | 5                     | 5                          | -                              | VALID  |
| 21      | BASHEER AHMED ILKAL                    | 1                     | 1                          | -                              | VALID  |
| 22      | B JAGADEESWARA RAO                     | 2,000                 | 2,000                      | -                              | VALID  |
| 23      | SHIVAM GUPTA                           | 450                   | 450                        | -                              | VALID  |
|         |  | <b>8,183,162</b>      | <b>8,183,162</b>           | -                              |        |

Signature of Scrutineer

