

FORM No. MGT-13
Report of Scrutinizer
[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

Date: June 7, 2016

To

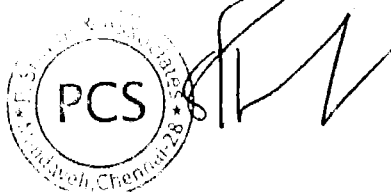
Shri. N.Rangachary,
Chairman appointed by Hon'ble High Court of Madras at Chennai
Court Convened Meeting of Equity Shareholders of
Orient Green Power Company Limited
held on 6th June 2016 at 11 am at
Mini Hall, Sri Krishna Gana Sabha,
20, Maharajapuram Santhanam Road, T.Nagar,
Chennai – 600017.

Dear Sir,

Sub: Report of the Scrutinizer on the poll conducted at the Court Convened Meeting of Equity shareholders of Orient Green Power Company Limited ("Meeting") held on 6th June 2016 for passing the resolution to consider and approve the proposed 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 ("Scheme").

I, P. Sriram, Practicing Company Secretary and Mr. K. Suresh, one of the equity shareholders of the Company, were appointed as Scrutinizers for the purpose of poll taken on the below mentioned resolution at the Court Convened Meeting of Equity Shareholders of the Orient Green Power Company Limited ("the Company") held at 11.00 a.m., on Monday, June 6, 2016 at Mini Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600017 and we hereby submit the report on the results of the Poll taken as per the provisions of Companies Act 2013 ("the Act") in relation to 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 as under:

- 1 After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in our presence with due identification mark placed by us.
- 2 The locked ballot box was subsequently opened in our presence and the Poll Papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Link Intime India Pvt Ltd, the Registrar and Transfer Agent of the Company and the authorisation and proxies lodged with the Company.
- 3 The Poll papers, which were incomplete and/ or otherwise found defective, have been treated as invalid and kept separately.
- 4 The result of the Poll is as under:



Resolution to be passed with requisite majority of the 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 '.

a) Voted in favour of the resolution:

Number of Equity Shareholders present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	54,27,22,705	100%



b) Voted **against** the resolution:

Number of Equity Shareholders present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

c) **Invalid** Votes:

Total number of Equity shareholders (in person or by proxy) whose votes were declared as invalid	Total number of votes cast by them
1	875

- 5 A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
- 6 The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Based on the foregoing, we state that the resolution proposed to be passed at the aforesaid Meeting was passed by the equity shareholders with requisite majority.

Thanking you.

Yours faithfully,

Signature

Mr. P. Sriram

Practicing Company Secretary

Firm Name : P. Sriram & Associates

CP No. 4862

Road 1st Cross Street, Alwarpet, Chennai-600018



Signature

Mr. K. Suresh

Equity Shareholder of the Company

DP ID: IN301774 and Client ID: 14854843

Address: C-7, Shanthi Apartments, 21, TTK

Place: Chennai

Date: June 7, 2016

ANNEXURE - I
LIST OF SHAREHOLDERS WHO VOTED FOR THE SCHEME

Sr. No.	Name	DP ID Client ID/Folio ID	Number of shares held	Number of shares voted	Value (In INR)	Name of the proxy / authorised representative
1	Ramesh Kumar S	F-80	1	1	10	-
2	Ramesh Kumar S	F-69	1	1	10	-
3	T APPADURAI	C-ID 30035, DP-ID 80010526	100	100	1,000	-
4	Ramesh Kumar S	F-70	1	1	10	-
5	P Vasantha/S Padmanabhan	C-ID IN301313, DP-ID 20794645	2100	2100	21,000	-
6	Viswanathan S	C-ID IN300183, DP-ID 11006927	375	375	3,750	-
7	R Chandrasekaran	C-ID IN301364, DP-ID 10028977	5	5	50	-
8	Vaiyapuri Mudali K	C-ID 12064200, DP-ID 00373225	100	100	1,000	-
9	A Ramakrishnan	C-ID IN301313, DP-ID 21061733	1	1	10	-
10	PINNI SREENIVASAN	C-ID 14710889, 15243223, 30331124	110	110	1,100	-
11	RAMALINGAM	C-ID 120442000533250	13	13	130	-
12	Prema Vidyasekar	DP-ID 1203320008872884	1	1	10	-
13	VIJAYAL AKSHMI	DP-ID IN30163740173037	5000	5000	50,000	-
14	Syandana Energy Pvt Ltd	DP-ID 1203230000903912	34340659	34340659	343,406,590	K. V. Kasturi
15	Janati Bio power Pvt Ltd	DP-ID 1203230000903908	34340659	34340659	343,406,590	K. Saminathan
16	Orient Green Power Pvt Ltd	DP-ID 1203840001359198	262063624	262063624	2,620,636,240	T. Shivaraman
17	Nivedana Power Pvt Ltd	DP-ID 1203230000903891	34340659	34340659	343,406,590	V. Balasubramanian
18	Theta Management Consultancy Pvt Ltd	DP-ID 1203840001355934	13500000	13500000	135,000,000	Rajiblochan Sarangi



Sr. No.	Name	DP ID Client ID/Folio ID	Number of shares held	Number of shares voted	Value (In INR)	Name of the proxy / authorised representative
19	Rameshkumar S	1201060001986273. '1203760000194058. '1301740000167470. '1301740000063422. '0000062. '0000045. 'IN30163741436664 F No-0000054	15	15	150	-
20	Rameshkumar S	F No-0000054	1	1	10	-
21	Rameshkumar S	DP ID- IN30163741138912	2	2	20	-
22	Rameshkumar S	DP ID- IN30163740358892	2	2	20	-
23	Rameshkumar S	F-NO 79	1	1	10	-
24	Rameshkumar S	F-NO 47	1	1	10	-
25	Rameshkumars	F-No 68	1	1	10	-
26	Rameshkumars	F-NO67	1	1	10	-
27	T SHIVARAMAN	DP- ID IN30036022465056	133500	133500	1,335,000	-
28	SVL LIMITED	DP- ID 1203230000901803	163608446	163608446	1,636,084,460	V. Balasubramanian
29	SHIRKAM EPC LIMITED	DP-ID IN30131321097533	386526	386526	3,865,260	K. Suresh
30	P SRINIVASAN	1201130000557704	800	800	8,000	-
	Total		542,722,705	542,722,705	5,427,227,050	