

September 07, 2017

SCRUTINIZER'S REPORT

To

The Managing Director,
ORIENT GREEN POWER COMPANY LIMITED
Sigappi Achi Building,
4th Floor, 18/3 Rukmini Lakshmi pathi Road,
Egmore , Chennai-600008.

Subject: Passing of resolution by means of Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, framed there under with regard to the Special Resolutions of the Companies Act, 2013 (the Act)

Dear Sir,

Please refer to your letter dated 3rd July 2017 appointing me as the Scrutinizer for the purpose of ascertaining the result of the Postal Ballot process for passing Special Resolutions in respect of items mentioned elsewhere in the report.

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 7 th August, 2017 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 28 th July, 2017. In respect of those members whose e mail id is registered with the Company, the Postal ballot forms along with the Notice and Explanatory Statement were sent by e-mail on the same date through M/s Link-In time India Private Limited, the Registrar and Transfer agent of the Company. Members were also given the option to vote electronically on e-voting platform, provided by the Central Services Depository Limited (CDSL), as an alternate, 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 11 th August 2017 in English Newspaper "Trinity Mirror" & in Tamil Newspaper "Makkal Kural".
1.3	In terms of the Public Notice, the last date and time fixed to receive the Postal Ballot

B. Chandra


	Forms from the members was not later than close of working hours on Wednesday, 6 th September 2017 (5.00 P.M). In case of E voting, members were requested to cast their votes electronically on or before Wednesday, 6 th September 2017 (5.00 P.M.)
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 my safe custody.
1.6	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 28 th July 2017 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 6 th September 2017 after 5 P.M. Duplicate votes detected were invalidated.
1.7	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on 6 th September 2017, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
1.8	No Envelope containing postal ballot forms were received after 5.00 PM on 6 th September 2017
1.9	As per the information provided by the Company and the Registrar and Transfer Agent, there were no defaced or mutilated ballot papers.

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

S. No	Resolutions	Nature of Resolution
1	Approval for Disinvestment in 8 Subsidiaries of the Company to M/s. SVL Limited and/or its Subsidiaries/Associates.	Special
2	Approval for transfer of Narasingpur power undertaking of the Company on Slump Sale Basis to Biobijlee Green Power Limited and Subsequently to sell 100% equity stake held in M/s. Biobijlee Green Power Limited to M/s. SVL Limited and/or its Subsidiaries/Associates.	Special

The details of the number of postal ballots received, number of e-voting carried out by members and the valid / invalid votes in respect of the above said resolution are given below.

RESOLUTION No 1 –

Particulars		Voter Count	No. of Votes	% of voting to total valid votes	
Postal ballot	Invalid	21	9175448		
	In favour	146	50078135		
	Against	18	1494		
E-voting	Invalid	6	23858936		
	In favour	82	22126192		
	Against	10	6093		
Total	Invalid	27	33034384		
	In favour	228	72204327		99.9895
	Against	28	7587		0.0105

B. Chandrasekhar


Since 72204327 votes were in favour of aforesaid Special Resolution constituting 99.9895 % of the total number net valid votes cast as per summary above (constituting more than three fourths majority), I hereby report that the above said resolution is passed as special resolution.

RESOLUTION No 2 –


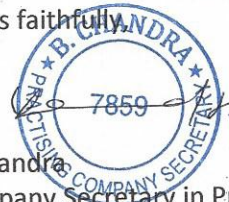
Particulars		Voter Count	No. of Votes	% of voting to total valid votes	
Postal ballot	Invalid	22	9176673		
	In favour	144	50076535		
	Against	19	1694		
E-voting	Invalid	6	23858936		
	In favour	81	22126191		
	Against	11	6094		
Total	Invalid	28	33035609		
	In favour	225	72202726		99.9892
	Against	30	7788		0.0108

Since 72202726 votes were in favour of aforesaid Special Resolution constituting 99.9892 % of the total number net valid votes cast as per summary above (constituting more than three fourths majority), I hereby report that the above said resolution is passed as special resolution.

3. I have handed over the Postal Ballot Forms, the data sheet relating to e-voting and other related papers/registers, records for the safe custody to the Company Secretary, authorized by the Board to supervise the postal ballot process.
4. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,



 B Chandra
 Company Secretary in Practice
 CP No. 7859