

March 28, 2017

SCRUTINIZER'S REPORT

To

The Managing Director,
ORIENT GREEN POWER COMPANY LIMITED
Sigappi Achi Building,
4th Floor, 18/3 Rukmini Lakshmipathi 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 Ordinary and Special Resolutions of the Companies Act, 2013 (the Act)

Dear Sir,

Please refer to your letter dated 9th February 2017 appointing me as the Scrutinizer for the purpose of ascertaining the result of the Postal Ballot process for passing Ordinary and 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 24 th February, 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 17 th February, 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 Intime 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 27 th February, 2017.



	February 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 Forms from the members was not later than close of working hours on Monday, 27 th March 2017 (5.00 P.M). In case of E voting, members were requested to cast their votes electronically on or before Monday, 27 th March 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 17 th February 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 27 th March 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 27 th March 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 27 th March 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	To approve the Reappointment of Mr. S. Venkatachalam, as the Managing Director of the company for further period of 3 years in terms of section 196, 197, 198, 203 and other applicable provisions of the Act.	Special
2	To approve the conversion of loan into Equity Shares pursuant to provisions of section 62(3) and other applicable provisions of the Act.	Special
3	To approve the Corporate Guarantee issued in favour of City Union Bank Limited on behalf of Clarion Wind Farm Private Limited pursuant to the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions of the Act.	Ordinary
4	To ratify the Related Party Transaction entered into with Gamma Green Power Private Limited and SVL Limited pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary



5	To approve the Related Party Transaction entered into with Gamma Green Power Private Limited and SVL Limited pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013.	Ordinary
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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 – REAPPOINTMENT OF MD MR S VENKATACHALAM

Particulars		Voter Count	No. of Votes	% of voting to total valid votes	
Postal ballot	Invalid	21	7484		
	In favour	166	98184		
	Against	19	10638		
E-voting	Invalid	0	0		
	In favour	44	531514177		
	Against	7	3267		
Total	Invalid	21	7484		
	In favour	210	531612361		99.997
	Against	26	13905		0.003

Since 531612361 votes were in favour of aforesaid Special Resolution constituting 99.997 % 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 – CONVERSION OF LOAN INTO EQUITY SHARES UNDER SEC 62 (3)

Particulars		Voter Count	No. of Votes	% of voting to total valid votes	
Postal ballot	Invalid	28	10534		
	In favour	161	95209		
	Against	17	10563		
E-voting	Invalid	0	0		
	In favour	43	531482869		
	Against	8	34575		
Total	Invalid	28	10534		
	In favour	204	531578078		99.992
	Against	25	45138		0.008

Since 531578078 votes were in favour of aforesaid Special Resolution constituting 99.992 % 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 3 TO ISSUE CORPORATE GUARANTEE TO M/S. CLARION WIND FARM PRIVATE LIMITED

Particulars		Voter Count	No. of Votes	% of voting to total valid votes	
Postal ballot	Invalid	28	10534		
	In favour	132	98974		
	Against	46	6798		
E-voting	Invalid	6	529080573		
	In favour	32	2427850		
	Against	13	9021		
Total	Invalid	34	529091107		
	In favour	164	2526824		99.378
	Against	59	15819		0.622

Since 2526824 votes were in favour of aforesaid Resolution constituting 99.378 % of the total number net valid votes cast as per summary above (no of votes cast in favour being more than votes cast against), I hereby report that the above said resolution be passed as an ordinary resolution.

RESOLUTION No 4 – TO RATIFY RELATED PARTY TRANSACTION

Particulars		Voter Count	No. of Votes	% of voting to total valid votes	
Postal ballot	Invalid	29	10759		
	In favour	159	91984		
	Against	18	13563		
E-voting	Invalid	6	529080573		
	In favour	33	2415055		
	Against	12	21816		
Total	Invalid	35	529091332		
	In favour	192	2507039		98.608
	Against	30	35379		1.392

Since 2507039 votes were in favour of aforesaid Resolution constituting 98.608 % of the total number net valid votes cast as per summary above, I hereby report that the above said resolution be passed as an ordinary resolution.



RESOLUTION No 5 – TO APPROVE RELATED PARTY TRANSACTIONS

Particulars		Voter Count	No. of Votes	% of voting to total valid votes
Postal ballot	Invalid	29	10759	
	In favour	159	91984	
	Against	18	13563	
E-voting	Invalid	6	529080573	
	In favour	33	2413181	
	Against	12	23690	
Total	Invalid	35	529091332	
	In favour	192	2505165	98.535
	Against	30	37253	1.465

Since 2505165 votes were in favour of aforesaid Resolution constituting 98.535% of the total number net valid votes cast as per summary above, I hereby report that the above said resolution be passed as an ordinary 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

