



B.CHANDRA
PRACTISING COMPANY SECRETARIES

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MARCH 27, 2019

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 24.01.2019 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 23.02.2019 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 15.02.2019. 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 22.02.2019 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
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B. Chandra





	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 25 th February 2019 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 Tuesday, 26 th March 2019 (5.00 P.M). In case of E voting, members were requested to cast their votes electronically on or before Tuesday, 26 th March 2019 (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 15.2.2019 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 26.03.2019 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 26.03.2019, 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 26.03.2019. 37 postal ballot forms were returned undelivered and 2537 emails bounced.
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 for continuation of current term of Mr. N Rangachary as a Chairman, Independent, Non-Executive Director.	Special
2	To Approve re-appointment of Maj. Gen. A L Suri (Retd.) as an Independent Non-Executive Director	Special
3	To Approve re-appointment of Mr. R Ganapathi as an Independent Non-Executive Director	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.

B. Chandrasekhar



RESOLUTION No 1 –

Particulars		Voter Count	No. of Votes	% of voting to total valid votes
Postal ballot	Invalid	4	7260	NA
	In favour	45	31085	91.2654
	Against	5	2975	8.7346
E-voting	Invalid	2	19859871	NA
	In favour	94	381975102	99.9953
	Against	10	17796	0.0047
Total	Invalid	6	19867131	0.0054
	In favour	139	382006187	99.9946
	Against	15	20771	100


Since 382006187 votes were in favour of aforesaid Special Resolution constituting 139 of the total number of 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	6	7610	NA
	In favour	42	30435	90.9593
	Against	6	3025	9.0407
E-voting	Invalid	2	19859871	NA
	In favour	53	379338882	99.3052
	Against	51	2654016	0.6948
Total	Invalid	8	19867481	NA
	In favour	95	379369317	99.3045
	Against	57	2657041	0.6955

Since 379369317 votes were in favour of aforesaid Special Resolution constituting 95 of the total number of 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.

B. Chandra



RESOLUTION No 3 –


Particulars		Voter Count	No. of Votes	% of voting to total valid votes
Postal ballot	Invalid	6	7610	NA
	In favour	43	30535	91.2582
	Against	5	2925	8.7418
E-voting	Invalid	2	19859871	NA
	In favour	52	379347472	99.3074
	Against	52	2645426	0.6926
Total	Invalid	8	19867481	NA
	In favour	95	379378007	99.3068
	Against	57	2648351	0.6932

Since 379378007 votes were in favor of aforesaid Special Resolution constituting 95 of the total number of 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.
5. The Corporate members who had participated in the remote e-voting and had provided the scanned copy of the resolution passed at their Board and Power of Attorney for authorization to exercise their votes through e-voting have been taken into account.

Thanking you,

Yours faithfully,

B Chandra
Company Secretary in Practice
CP No. 7859