



B.CHANDRA

PRACTISING COMPANY SECRETARY

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SCRUTINIZER'S REPORT

To

March 31, 2020

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 Resolution of the Companies Act, 2013 (the Act)

Dear Sir,

Please refer to your letter dated 31.1.2020 appointing me as the Scrutinizer for the purpose of ascertaining the result of the Postal Ballot process for passing Special Resolution 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 29.02.2020 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 21.02.2020. 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 28.02.2020 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 2 nd March 2020 in English Newspaper "Trinity Mirror" & in Tamil Newspaper "Makkal Kural".

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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, 30 th March 2020 (5.00 P.M). In case of E voting, members were requested to cast their votes electronically on or before Monday, 30 th March 2020 (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	Copies of the postal ballot forms (scan copies of which were received from the RTA as the physical ballots could not be despatched to the undersigned due to the nation wide lockdown) were kept under my safe custody.
1.6	The scan copies of the postal ballot forms were duly examined by the undersigned and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company/list of beneficiaries as on 21.2.2020 as maintained by the RTA/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 30.03.2020 after 5 P.M.
1.7	Copies of all the postal ballot forms received and votes cast through e-voting upto 5.00 PM on 30.03.2020, 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 30.03.2020. 2789 emails bounced. However due to corona outbreak and that employees of RTA are working from home, it was not possible to ascertain the details of postal ballots returned undelivered.
1.9	As per the information provided by the Company and the Registrar and Transfer Agent, there were no defaced or mutilated ballot papers.

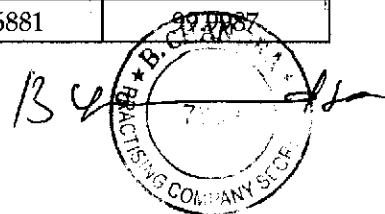
2. A summary of the postal ballot forms processed is given below:

S. No	Resolutions	Nature of Resolution
1	To approve the Reappointment of Mr. Venkatachalam Sesha Ayyar, as the Managing Director of the Company for further period of 3 years from 23.09.2019 till 22.09.2022	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		Votes Count	No of Votes	% of voting to total valid votes
Postal Ballot	Invalid	1	10	
	In favour	31	479827	99.5640
	Against	2	2101	0.4360
Evoting	Invalid			
	In favour	31	379326881	



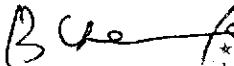
	Against	15	5070	0.0013
Total	Invalid	1	10	
	In favour	62	379806708	99.9981
	Against	17	7171	0.0019

Since 379806708 votes were in favour of aforesaid Special Resolution constituting 62 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 copies of 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
 UDIN A020879A000628420

