



ORIENT GREEN POWER COMPANY LIMITED

February 16, 2012

The Bombay Stock Exchange Ltd.
Department of Corporate Services
P.J. Towers
Dalal Street
MUMBAI-400 001

The National Stock Exchange of India Ltd.
Department of Corporate Services
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex
MUMBAI-400 051

Dear Sir,

Sub: Declaration of the Results of Postal Ballot

We are enclosing herewith the Scrutinizer Report issued by Mrs. B. Chandra, Company Secretary in Practice dated 15th February 2012 for obtaining the approval of the shareholders of the Company by way of Postal Ballot under Section 192 A of the Companies Act 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 which has been completed vide Notice of Postal Ballot dated 11th November 2011 for the following item of business:

- For seeking confirmation/ratification of the Shareholders for the Corporate Guarantee issued by the Investment/Borrowing Committee of the Board of Directors in favour of Axis Bank Limited for Rs. 536 Crores on behalf of Beta Wind Farm Private Limited.



ORIENT GREEN POWER COMPANY LIMITED

- For seeking ratification of the Shareholders for the Corporate Guarantee issued by the Board of Directors in favour of IL&FS Financial Services Limited for Rs. 90 Crores and approval for creation of Security in favour of IL&FS Financial Services Limited on behalf of Beta Wind Farm Private Limited.
- For seeking approval of the Shareholders for issuing Corporate Guarantee for Rs. 120 Crores and for creation of Security in favour of IL&FS Financial Services Limited and / or Domestic Commercial Banks on behalf of Beta Wind Farm Private Limited.
- For seeking approval of the Shareholders for making further Investment / Providing Securities / Granting Loans and Advances to Non Wholly Owned Subsidiaries of the Company.

We request you to kindly take the same on record.

**Yours faithfully,
For Orient Green Power Company Limited**

**R Sridharan
Vice President and Company Secretary**

Encl.: Scrutaniser's Report attached.



B. CHANDRA
Practising Company Secretary

A2, Happy Home Apts,
#9, United India Colony,
4th Main Road, Kodambakkam,
Chennai - 24.

E-mail behandra1@gmail.com
behandra@behandrapcs.com
H/P : 9840276313, 9840375053
Ph : 044 - 43587356

SCRUTINIZER'S REPORT

February 15, 2012

To

THE MANAGING DIRECTOR
M/S ORIENT GREEN POWER COMPANY LIMITED
REGD OFFICE:
SIGAPPI ACHI BUILDING, 4TH FLOOR,
18/3 RUKMINI LAKSHMIPATHI ROAD, EGMORE
CHENNAI - 600008

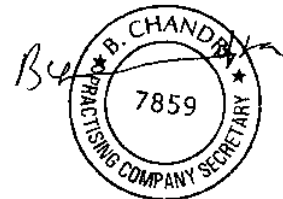
**Subject: Special Resolutions Under Section 372A of the Companies Act, 1956 -
Passing of resolution by means of Postal Ballots in terms of Section 192A
of the Companies Act, 1956 read with the Companies (Passing of the
Resolutions by Postal Ballot) Rules, 2001, framed there under**

Dear Sir,

Please refer to your letter dated 11th November 2011 appointing me as the Scrutinizer for the purpose of ascertaining the result of the above said resolutions passed by means of Postal Ballot process.

As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot Forms received from the members of the Company, I hereby submit my report as under:

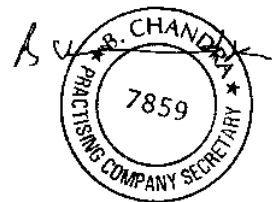
- 1.1 The Company, on January 12th, 2012, completed the dispatch of Postal Ballot Forms along with self addressed postage prepaid envelopes to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on December 31st, 2011. A public advertisement to that effect was given on January 18th, 2012.
- 1.2 The Public Advertisement with respect to dispatch of postal ballots was published on January 18th, 2012.
- 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 (i.e. before 5.00 PM) on Tuesday, February 14th, 2012.
- 1.4 Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.



- 1.5 The postal ballot forms were kept under the safe custody in a sealed and tamper proof ballot box.
- 1.6 The ballot box was opened on Wednesday, February 15th, 2012 at 4.00 p.m. in my presence.
- 1.7 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 December 31st, 2011 as maintained by the Company.
- 1.8 All postal ballot forms received upto 5.00 PM on Tuesday, February 14th, 2012, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 1.9 Envelopes containing postal ballot forms received after 5.00 PM on Tuesday, February 14th, 2012, were not considered for my scrutiny.
- 1.10 1,758 Envelope containing postal ballot form was returned undelivered. No envelopes which did not contain any ballot paper was received.
- 1.11 I did not find any defaced or mutilated ballot papers.
2. A summary of the postal ballot forms process is given below:
- 2.1 In reference to resolution proposed to be passed as a Special Resolution under Section 372A of the Act for Confirmation of the Shareholders for the Corporate Guarantee issued in favour of Axis Bank Limited on behalf of Beta Wind Farm Private Limited to an extent of Rs. 536 Crores, as per the Notice dated **November 11th, 2011**:

	Particulars	No. of postal ballot forms	Total No. of votes	% of No. of votes representing net valid votes (as per (c) below)
(a)	Total postal ballot forms received	991	28,79,87,690	
(b)	Less: Invalid postal ballot forms (as per register)	54	67,486	
(c)	Net valid postal ballot forms/ No. of votes (as per register)	940	28,79,20,204	
(d)	Postal ballot forms / No. of votes with assent to the Resolution	848	28,78,62,125	99.98%
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	89	58,079	0.02%

Since, 28,78,62,125 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.99% of the total number of votes representing net valid votes cast as per (d) above, I hereby report that the above said Special resolution is passed with requisite majority.



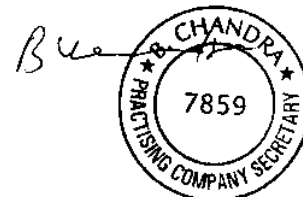
- 2.2 In reference to resolution proposed to be passed as a Special Resolution under Section 372A of the Act for Confirmation of the Shareholders for the Corporate Guarantee issued in favour of IL&FS Financial Services Limited to an extent of Rs. 90 Crores and creation of security in favor of IL&FS Financial Services Limited on behalf of Beta Wind Farm Private Limited, as per the Notice dated **November 11th, 2011**:

	Particulars	No. of postal ballot forms	Total No. of votes	% of No. of votes representing net valid votes (as per (c) below)
(a)	Total postal ballot forms received	991	28,79,87,690	
(b)	Less: Invalid postal ballot forms (as per register)	62	77,269	
(c)	Net valid postal ballot forms/ No. of votes (as per register)	929	28,79,15,421	
(d)	Postal ballot forms / No. of votes with assent to the Resolution	825	28,78,49,407	99.98%
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	104	66,014	0.02%

Since, 28,78,49,407 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.98% of the total number of votes representing net valid votes cast as per (d) above, I hereby report that the above said Special resolution is passed with requisite majority.

- 2.3 In reference to resolution proposed to be passed as a Special Resolution under Section 372A of the Act for Confirmation of the Shareholders for the Corporate Guarantee issued to an extent of Rs. 120 Crores and creation of security in favour of IL&FS Financial Services Limited and/or Domestic Commercial Banks on behalf of Beta Wind Farm Private Limited, as per the Notice dated **November 11th, 2011**:

	Particulars	No. of postal ballot forms	Total No. of votes	% of No. of votes representing net valid votes (as per (c) below)
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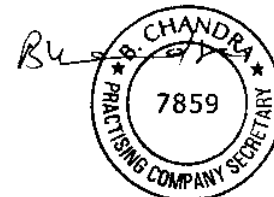
(a)	Total postal ballot forms received	991	28,79,87,690	
(b)	Less: Invalid postal ballot forms (as per register)	63	71,410	
(c)	Net valid postal ballot forms/ No. of votes (as per register)	928	28,79,16,280	
(d)	Postal ballot forms / No. of votes with assent to the Resolution	832	28,78,50,261	99.98%
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	96	66,019	0.02%

Since, 28,78,50,261 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.98% of the total number of votes representing net valid votes cast as per (d) above, I hereby report that the above said Special resolution is passed with requisite majority.

- 2.4 In reference to resolution proposed to be passed as a Special Resolution under Section 372A of the Act for Confirmation of the Shareholders for making further investments providing securities, granting loans and advances to Non Wholly Owned Subsidiaries of the Company, as per the Notice dated **November 11th, 2011**:

	Particulars	No. of postal ballot forms	Total No. of votes	% of No. of votes representing net valid votes (as per (c) below)
(a)	Total postal ballot forms received	991	28,79,87,690	
(b)	Less: Invalid postal ballot forms (as per register)	65	71,874	
(c)	Net valid postal ballot forms/ No. of votes (as per register)	926	28,79,15,816	
(d)	Postal ballot forms / No. of votes with assent to the Resolution	796	28,78,29,338	99.97%
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	130	86,478	0.03%

Since, 28,78,29,338 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.97% of the total number of votes representing net valid

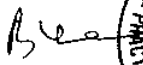



votes cast as per (d) above, I hereby report that the above said Special resolution is passed with requisite majority

3. I shall be handing over the Postal Ballot Forms and other related papers/registers and records for the safe custody to Mr. R Sridharan, Vice-President & Company Secretary of the Company, authorised 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
CP No. 7859

- Enclosures:
1. Register of the Scrutinizer
 2. Total Postal Ballot Forms 991 in numbers