



ORIENT GREEN POWER COMPANY LIMITED

30<sup>th</sup> May 2012

The Bombay Stock Exchange Limited  
Corporate Relations Department  
P.J. Towers  
Dalal Street  
Mumbai-400 001

The National Stock Exchange of India Limited  
Department of Corporate Services  
Exchange Plaza, 5<sup>th</sup> 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 dated 26<sup>th</sup> May 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, 2011 which has been completed vide Notice of Postal Ballot dated 13<sup>th</sup> February 2012 for the following item of business.

For seeking the approval of the shareholders for making a fresh application to Central Government for reappointment and revision in remuneration of Mr. P Krishnakumar, Managing Director and also for ratification for various Corporate Guarantees issued.

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.: Scrutinizer's Report attached.



**B. CHANDRA**  
Practising Company Secretary

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4th Main Road, Kodambakkam,  
Chennai - 24.

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May, 26<sup>th</sup> 2012

**SCRUTINIZER'S REPORT**

To

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

**Subject: Special Resolutions Under Section 269 and 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, 2011, framed there under**

Dear Sir,

Please refer to your letter dated 13<sup>th</sup> Feb 2012 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 24<sup>th</sup> April 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 13<sup>th</sup> April 2012. A public advertisement to that effect was given on April 27, 2012.
- 1.2 The Public Advertisement with respect to dispatch of postal ballots was published on April 27<sup>th</sup>, 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 Friday, May 25<sup>th</sup>, 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 Friday, May 25<sup>th</sup>, 2012 at 6.00 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 13<sup>th</sup> April 2012 as maintained by the Company.
- 1.8 All postal ballot forms received upto 5.00 PM on Friday, May 25<sup>th</sup>, 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 Friday, May 25<sup>th</sup>, 2012, were not considered for my scrutiny.
- 1.10 2277 Envelopes containing postal ballot form were returned undelivered.
- 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 Sections 269 of the Companies Act 1956, for seeking approval of the shareholders for making fresh application to Central Government for reappointment and revision in remuneration of Mr.P.Krishnakumar, Managing Director, as per the Notice dated 13<sup>th</sup> February 2012:

	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	943	29,62,40,321	
(b)	Less: Invalid postal ballot forms (as per register)	38	35,095	
(c)	Net valid postal ballot forms/ No. of votes (as per register)	905	29,62,05,226	
(d)	Postal ballot forms / No. of votes with assent to the Resolution	746	29,60,78,419	99.94%
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	159	1,26,807	0.06%

Since, 29,60,78,419 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.94% 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.

*B. S. D. K.*

2.2 In reference to resolution proposed to be passed as a Special Resolution under Section 372A of the Companies Act 1956, for confirmation for the issuance of various corporate Guarantees issued by the Board for, seeking ratification/approval of the shareholders for the Corporate Guarantee issued by the Investment/Borrowing Committee of the Board of Directors in favour of M/s.Bajaj Finance Limited for Rs.23 Crores on behalf of M/s.Gamma Green Power Private Limited as per the Notice dated 13<sup>th</sup> February 2012 :

	<b>Particulars</b>	<b>No. of postal ballot forms</b>	<b>Total No. of votes</b>	<b>% of No. of votes representing net valid votes (as per (c) below)</b>
(a)	Total postal ballot forms received	943	29,62,41,271	
(b)	Less: Invalid postal ballot forms (as per register)	59	49,485	
(c)	Net valid postal ballot forms/ No. of votes (as per register)	884	29,61,91,786	
(d)	Postal ballot forms / No. of votes with assent to the Resolution	793	29,61,12,851	99.97%
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	91	78935	0.03%

Since, 29,61,12,851 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.

2.3 In reference to resolution proposed to be passed as a Special Resolutions under Section 372A of the Companies Act 1956 for confirmation for seeking approval/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 i.e., Security Trustee for Rs.550 crores on behalf of M/s.Beta Wind Farm Private Limited as per the Notice dated 13<sup>th</sup> February 2012

	<b>Particulars</b>	<b>No. of postal ballot forms</b>	<b>Total No. of votes</b>	<b>% of No. of votes representing net valid votes (as per (c))</b>
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*B... dk*

				below)
(a)	Total postal ballot forms received	943	29,62,40,616	
(b)	Less: Invalid postal ballot forms (as per register)	60	49,360	
(c)	Net valid postal ballot forms/ No. of votes (as per register)	883	29,61,91,256	
(d)	Postal ballot forms / No. of votes with assent to the Resolution	790	29,61,11,182	99.97%
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	93	80,074	0.03%

Since, 29,61,11,182 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.

- 2.4 In reference to resolution proposed to be passed as Special Resolutions under Section 372A of the Act for seeking approval/ratification of the shareholders for Corporate Guarantee issued by the Board of Directors in favour of Axis Bank Limited, i.e., Security Trustee for Rs.536 crores on behalf of M/s.Beta Wind Farm Private Limited as per the Notice dated 13<sup>th</sup> February 2012 :

	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	943	29,62,41,016	
(b)	Less: Invalid postal ballot forms (as per register)	62	52060	
(c)	Net valid postal ballot forms/ No. of votes (as per register)	881	29,61,88,956	
(d)	Postal ballot forms / No. of votes with assent to the Resolution	789	29,61,10,150	99.95%%
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	92	78,806	0.05%

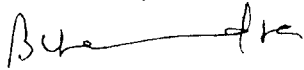
*Beta*

☒ Since, 29,61,10,150 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.95% 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 have handed over the Postal Ballot Forms and other related papers/registers and records for the safe custody to Mr. R Sridharan, 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 in Practice

CP No. 7859

- Enclosures:
1. Register of the Scrutinizer
  2. Total Postal Ballot Forms 943 in numbers