



ORIENT GREEN POWER COMPANY LIMITED

24th September 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, 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 dated 19th September 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 13th August 2012 for the following item of business:

ITEM NO:1

- For seeking ratification of the Shareholders for the Corporate Guarantee issued, as approved by the Board of Directors of the Company in favour of M/s Axis Bank Limited, the Security Trustee as detailed below for the benefit of all the Phase-I Lenders and Phase-II Lenders on behalf of Beta Wind Farm Private Limited (BETA) as detailed below:
 1. Rs. 502.00 Crores towards Phase-I Revised Rupee Loan
 2. Rs. 483.00 Crores towards Phase-II Revised Rupee Loan
 3. USD 40.00 Million (equivalent to Rs. 224.00 Crores) towards Phase-I External Commercial Borrowings (ECB) Loan and
 4. USD 10.00 million (equivalent to Rs. 56.00 Crores) towards Phase-II External Commercial Borrowings (ECB) Loan



ORIENT GREEN POWER COMPANY LIMITED

ITEM NO:2

- For seeking ratification of the Shareholders for the Corporate Guarantee issued, as approved by the Board of Directors of the Company for an enhancement of Cash Credit limit from Rs. 5.40 Crores to Rs. 12.00 Crores, in favour of Punjab National Bank, T. Nagar Branch, Chennai on behalf of M/s. Sanjog Sugars & Eco Power Private Limited.

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.

September, 19th 2012

SCRUTINIZER'S REPORT

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, 2011, framed there under**

Dear Sir,

Please refer to your letter dated 13th August 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 17th August 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 10th August 2012. A public advertisement to that effect was given on August 21, 2012.



- 1.2 The Public Advertisement with respect to dispatch of postal ballots was published on August 21, 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, 18th September 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 postal ballot forms was opened on Tuesday, 18th September, 2012 at 8.00 p.m. in my presence and scrutinized. The shareholding was matched /confirmed with the Register of Members of the company/list of beneficiaries as on 10th August 2012 as maintained by the Company.
- 1.7 All postal ballot forms received upto 5.00 PM on Tuesday, 18th September, 2012, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 1.8 Envelopes containing postal ballot forms received after 5.00 PM on Tuesday, 18th September, 2012, were not considered for my scrutiny.
- 1.9 3280 Envelopes containing postal ballot form were returned undelivered.
- 1.10 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 Special Resolution under Section 372 A of the Companies Act 1956, for seeking ratification of the shareholders for Corporate Guarantees issued, as approved by the Board of Directors of the Company in favour of M/s Axis Bank Limited, the Security Trustee as detailed below for the benefit of all the Phase-I Lenders and Phase-II Lenders on behalf of Beta Wind Farm Private Limited (BETA) as per the notice dated 13th August 2012:

1. Rs. 502.00 Crores towards Phase-I Revised Rupee Loan
2. Rs. 483.00 Crores towards Phase-II Revised Rupee Loan
3. USD 40.00 Million (equivalent to Rs. 224.00 Crores) towards Phase-I External Commercial Borrowings (ECB) Loan and
4. USD 10.00 million (equivalent to Rs. 56.00 Crores) towards Phase-II External Commercial Borrowings (ECB) Loan:

| S. No | 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 | 852 | 29,61,17,012 | - |
| (b) | Less: Invalid postal ballot forms (as per register) | 21 | 12,705 | - |
| (c) | Net valid postal ballot forms/ No. of votes (as per register) | 831 | 29,61,04,307 | 100% |
| (d) | Postal ballot forms / No. of votes with assent to the Resolution | 747 | 29,60,29,599 | 99.97% |
| (e) | Postal ballot forms / No. of votes with dissent to the Resolution | 84 | 74,708 | 0.03% |

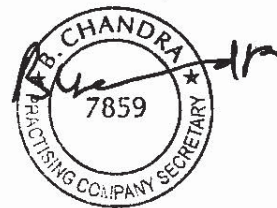
Since, 29,60,29,599 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.97% of the total number of votes representing net valid votes cast as per (d) above, I hereby report that the above said Special resolution is passed the requisite majority.



- 2.2 In reference to Special Resolution under Section 372 A of the Companies Act 1956, for seeking ratification of the shareholders for Corporate Guarantees issued, as approved by the Board of Directors of the Company for an enhancement of Cash Credit limit from Rs. 5.40 Crores to Rs. 12.00 Crores, in favour of Punjab National Bank, T. Nagar Branch, Chennai on behalf of M/s. Sanjog Sugars & Eco Power Private Limited as per the notice dated 13th August 2012:

| S. No | 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 | 852 | 29,61,15,562 | - |
| (b) | Less: Invalid postal ballot forms (as per register) | 43 | 4,29,825 | - |
| (c) | Net valid postal ballot forms/ No. of votes (as per register) | 809 | 29,56,85,737 | 100% |
| (d) | Postal ballot forms / No. of votes with assent to the Resolution | 732 | 29,56,20,779 | 99.97% |
| (e) | Postal ballot forms / No. of votes with dissent to the Resolution | 77 | 64,958 | 0.03% |


Since, 29,56,20,779 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 will hand 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 on 20th September 2012.
4. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours Sincerely,


B CHANDRA
Company Secretary in Practice
CP No. 7859

- Enclosures:
1. Register of the Scrutinizer
 2. Total Postal Ballot Forms 852 in numbers