



ORIENT GREEN POWER COMPANY LIMITED

28th May, 2014

**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/Madam,

Sub: Declaration of the Results of Postal Ballot

We are enclosing herewith the Scrutinizer Report issued by Mrs. B. Chandra, Practicing Company Secretary dated 24th May, 2014 for obtaining the approval of the shareholders of the Company for the below mentioned items which has been completed vide Notice of Postal Ballot dated 05th April, 2014:

S No	Description
1.	Special Resolution under Section 180(1)(a) and other applicable provisions, if any of the Companies Act 2013, empowering the Board of Directors of the Company to Sell Lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.
2.	Special Resolution under Section 186 and other applicable provisions, if any of the Companies Act 2013, empowering the Company to give inter corporate loans and investments or guarantee or security in excess of the prescribed limits.



P. Srinivasan



ORIENT GREEN POWER COMPANY LIMITED

3.	Special Resolution under Section 269 of the Companies Act, 1956, seeking approval of the Shareholders for approval for the remuneration paid to Mr. T. Shivaraman, Vice Chairman for the period from April 01, 2013 to March 31, 2014.
4.	Special Resolution under Section 372 A of the Companies Act, 1956, seeking confirmation/ratification of the Shareholders for the Corporate Guarantee issued by the Board of Directors in favour of M/s. YES Bank Limited for Rs.30 Crores on behalf of M/s. Shriram Non-Conventional Energy Private Limited.
5.	Special Resolution under Section 180(1)(a) and other applicable provisions, if any of the Companies Act 2013, seeking approval of the Shareholders for sale of Pollachi unit of the Company by way of slump sale.
6.	Seeking approval of the Shareholders to swap the unutilized amount of Rs.42.02 Lakhs of the Initial Public Offering (IPO) proceeds towards 300 MW Project of M/s. Beta Wind Farm Private Limited, one of the objects of the IPO
7.	Seeking approval of the Shareholders to enter into contract and payment of Management Fees of Rs. 30 Lakhs per month to M/s. Shriram Industrial Holdings Limited (SIHL) for a period of three years from April 01, 2014 to March 31, 2017.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For Orient Green Power Company Limited,

P.Srinivasan

Company Secretary & Compliance Officer



Encl.: Scrutinizer's Report attached.



B. CHANDRA
Practising Company Secretary

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Chennai - 600 024.

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May 24, 2014

SCRUTINIZER'S REPORT

To

The Company Secretary
M/S Orient Green Power Company Limited
Sigappi Achi Building, 1st Floor,
1813 Rukmini Lakshmiipathi Road, Egmore
Chennai - 600008.

Subject:

1. Special Resolution under Section 180(1)(a) of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.
2. Special Resolution under Section 186 of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.
3. Ordinary Resolution under Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions if any of the Companies Act, 1956 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.
4. Special Resolution under Section 372A of the Companies Act 1956 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.
5. Special Resolution under Section 180(1)(a) of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.
6. Special Resolution under Section 27 of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.
7. Special Resolution under Section 188 of the Companies Act 2013 - Passing of



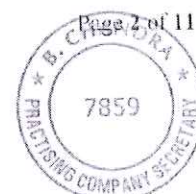
resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.

Dear Sir,

Please refer to your letter dated 5th April 2014 appointing me as the Scrutinizer for the purpose of ascertaining the result of the above said resolution(s) 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 (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 22 nd April 2014 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 11 th April 2014. In respect of those members whose e mail id is registered with the Company, the Postal ballot forms along with the notice and the Statement were sent by e mail on the same date through the Registrar & Transfer Agent M/s Link in Time India Private Limited. Members were also given the option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited (CDSL), as an alternate, for its Members 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 26 th April 2014.
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, 23 rd May 2014. In case of E voting, members were requested to cast their votes electronically before 5.00 P.M., Friday, 23 rd May 2014.
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 the safe custody in a sealed and tamper proof ballot box.
1.6	The ballot box was opened on 23 rd May 2014 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 11 th April 2014 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 24 th May 2014 at 10.00 A.M. No duplicate votes were however could be detected.
1.8	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on



	23 rd May 2014, 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 23 rd May 2014 were not considered for my scrutiny.
1.10	603 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 With reference to resolution proposed to be passed as a Special Resolution under Section 180(1)(a) of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.

Particulars		No. of postal ballot forms	Total No. of votes
PHYSICAL			
(a)	Total postal ballot forms received	350	447534017
(b)	Less: Invalid postal ballot forms (as per register)	81	56534
(c)	Net valid postal ballot forms/ No. of votes (as per register)	269	447477483
(d)	Postal ballot forms / No. of votes with assent to the Resolution	240	447457086
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	29	20397
E VOTING			
Particulars		Voter Count	Vote Count
(a)	Total count	82	62818
(b)	Invalid votes	Nil	Nil
(c)	Valid votes	82	62818
(d)	Total votes – Assent to the resolution	57*	45539
(e)	Total votes – Dissent to the resolution	28*	17279

(*) Three share holders who voted for e voting voted partially in favour of the resolution and partially against the resolution.



SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	44,75,02,625	99.99%
Total votes – Dissent to the resolution	37,676	0.01%
TOTAL	44,75,40,301	100%

Since 44,75,02,625 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 summary above, I hereby report that the above said resolution be passed as Special resolution.

2.2 With reference to resolution proposed to be passed as a Special Resolution under Section 186 of the Companies Act, 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.

Particulars		No. of postal ballot forms	Total No. of votes
PHYSICAL			
(a)	Total postal ballot forms received	350	44,75,34,667
(b)	Less: Invalid postal ballot forms (as per register)	88	60,664
(c)	Net valid postal ballot forms/ No. of votes (as per register)	262	44,74,74,003
(d)	Postal ballot forms / No. of votes with assent to the Resolution*	224	44,74,46,556
(e)	Postal ballot forms / No. of votes with dissent to the Resolution*	38	27,447
E VOTING			
Particulars		Voter Count	Vote Count
(a)	Total count	82	63,038
(b)	Invalid votes	Nil	Nil
(c)	Valid votes	82	63,038
(d)	Total votes – Assent to the resolution	48*	23,395
(e)	Total votes – Dissent to the resolution	37*	39,643



(*) Three share holders who voted for e voting voted partially in favour of the resolution and partially against the resolution.

SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	44,97,4,69,951	99.98%
Total votes – Dissent to the resolution	67,090	0.02%
TOTAL	4,49,75,37,041	100

Since 4,49,74,69,951 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 summary above, I hereby report that the above said resolution be passed as Special resolution.

2.3 With reference to resolution proposed to be passed as an Ordinary Resolution under Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions if any of the Companies Act, 1956, and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded for the remuneration of Rs. 1,00,000 Per Month (Rs.12 lacs Per Annum) being paid to Mr. T. Shivaraman, Vice Chairman during the period from 01st April, 2013 to 31st March, 2014.

Particulars		No. of postal ballot forms	Total No. of votes
PHYSICAL			
(a)	Total postal ballot forms received	350	44,75,34,717
(b)	Less: Invalid postal ballot forms (as per register)	88	60,764
(c)	Net valid postal ballot forms/ No. of votes (as per register)	262	44,74,73,953
(d)	Postal ballot forms / No. of votes with assent to the Resolution*	224	44,74,49,580
(e)	Postal ballot forms / No. of votes with dissent to the Resolution*	38	24,373
E VOTING			
Particulars		Voter Count	Vote Count
(a)	Total count	82	63,038
(b)	Invalid votes	Nil	Nil
(c)	Valid votes	82	63,038

(d)	Total votes – Assent to the resolution	62*	51,038
(e)	Total votes – Dissent to the resolution	21*	11,013

(*) One share holder who voted for e voting voted partially in favour of the resolution and partially against the resolution.

SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	44,75,24,991	99.99%
Total votes – Dissent to the resolution	35,386	0.01%
TOTAL	44,75,36,004	100%

Since 44,75,24,991 being the no. of votes have given assent to the aforesaid Ordinary Resolution constituting 99.99% of the total number of votes representing net valid votes cast as per Summary above, I hereby report that the above said resolution be passed as Ordinary resolution.

2.4 With reference to resolution proposed to be passed as a Special Resolution under Section Special Resolution under Section 372A of the Companies Act 1956 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.

Particulars	No. of postal ballot forms	Total No. of votes	
PHYSICAL			
(a)	Total postal ballot forms received	350	44,75,34,742
(b)	Less: Invalid postal ballot forms (as per register)	89	60,864
(c)	Net valid postal ballot forms/ No. of votes (as per register)	261	44,74,73,878
(d)	Postal ballot forms / No. of votes with assent to the Resolution*	238	44,74,56,630



(e)	Postal ballot forms / No. of votes with dissent to the Resolution*	23	17,248
E VOTING			
Particulars		Voter Count	Vote Count
(a)	Total count	82	63,063
(b)	Invalid votes**		
(c)	Valid votes	82	63,063
(d)	Total votes – Assent to the resolution	64*	39,824
(e)	Total votes – Dissent to the resolution	20*	23,239

(*) Two share holders who voted for e voting voted partially in favour of the resolution and partially against the resolution.

SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	44,74,96,454	99.99%
Total votes – Dissent to the resolution	40,487	0.01%
TOTAL	44,75,36,941	100%

Since 44,74,96,454 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 summary above, I hereby report that the above said resolution be passed as Special resolution.

2.5 With reference to resolution proposed to be passed as a Special Resolution under Section Special Resolution under Section 180(1)(a) of the Companies Act 2013 – Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.

Particulars	No. of postal ballot forms	Total No. of votes
PHYSICAL		
(a)	Total postal ballot forms received	350
(b)	Less: Invalid postal ballot forms (as per register)	89
(c)	Net valid postal ballot forms/ No. of votes (as per register)	261
		44,74,73,778



(d)	Postal ballot forms / No. of votes with assent to the Resolution*	239	44,74,62,855
(e)	Postal ballot forms / No. of votes with dissent to the Resolution*	22	10,923
E VOTING			
Particulars		Voter Count	Vote Count
(a)	Total count	82	63,063
(b)	Invalid votes**	-	-
(c)	Valid votes	82	63,063
(d)	Total votes – Assent to the resolution	64*	56,937
(e)	Total votes – Dissent to the resolution	20*	6,126

(*) Two share holder who voted for e voting voted partially in favour of the resolution and partially against the resolution.

SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	44,75,19,792	99.99%
Total votes – Dissent to the resolution	17,049	0.01%
TOTAL	44,75,36,841	100%

Since 44,75,19,792 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 summary above, I hereby report that the above said resolution be passed as Special resolution.

2.6 With reference to resolution proposed to be passed as a Special Resolution under Section Special Resolution under Section 27 of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013.

Particulars	No. of postal ballot forms	Total No. of votes
PHYSICAL		
(a)	Total postal ballot forms received	350
(b)	Less: Invalid postal ballot forms (as	91
		61,464

	per register)		
(c)	Net valid postal ballot forms/ No. of votes (as per register)	259	44,74,73,628
(d)	Postal ballot forms / No. of votes with assent to the Resolution*	236	44,74,62,280
(e)	Postal ballot forms / No. of votes with dissent to the Resolution*	23	11,348
E VOTING			
Particulars		Voter Count	Vote Count
(a)	Total count	82	63,063
(b)	Invalid votes**	-	-
(c)	Valid votes	82	63,063
(d)	Total votes – Assent to the resolution	75*	60,990
(e)	Total votes – Dissent to the resolution	9*	2,073

(*) Two share holders who voted for e voting voted partially in favour of the resolution and partially against the resolution.

SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	44,75,23,270	99.99%
Total votes – Dissent to the resolution	13,421	0.01%
TOTAL	44,75,36,691	100%

Since 44,75,23,270 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 summary above, I hereby report that the above said resolution be passed as Special resolution.

2.7 With reference to resolution proposed to be passed as a Special Resolution under Section 188 of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.



Particulars		No. of postal ballot forms	Total No. of votes
PHYSICAL			
(a)	Total postal ballot forms received	350	44,75,34,892
(b)	Less: Invalid postal ballot forms (as per register)	95	44,72,81,361
(c)	Net valid postal ballot forms/ No. of votes (as per register)	255	2,53,531
(d)	Postal ballot forms / No. of votes with assent to the Resolution*	201	2,13,184
(e)	Postal ballot forms / No. of votes with dissent to the Resolution*	54	40,347
E VOTING			
Particulars		Voter Count	Vote Count
(a)	Total count	82	62,204
(b)	Invalid votes**	-	-
(c)	Valid votes	82	62,204
(d)	Total votes - Assent to the resolution	51*	25,570
(e)	Total votes - Dissent to the resolution	33*	36,634

(*) Two share holders who voted for e voting voted partially in favour of the resolution and partially against the resolution.

SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes - Assent to the resolution	2,38,754	75.62%
Total votes - Dissent to the resolution	76,981	24.38%
TOTAL	3,15,735	100%

Since 2,38,754 being the no. of votes have given assent to the aforesaid Special Resolution constituting 75.62% of the total number of votes representing net valid votes cast as per summary above (The votes considered has excluded the votes cast if any by the Related parties as per Section 2(76) of the Act as identified by the management) I hereby report that the above said resolution be passed as Special resolution.





Note: With respect to Item No.7 of the Postal Ballot Notice dated 5th April, 2014, Based on the List of related parties identified by the Company falling within Section 2(76) of the Companies Act 2013 the votes cast if any were omitted in ascertaining the net valid votes cast as required under the provisions of sec.188 of the Companies Act, 2013.

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 Mr. P. Srinivasan, Company Secretary of the Company, authorized 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,



Company Secretary in Practice
CP No. 7859

Enclosures: Register of the Scrutinizer
Total Postal Ballot Forms 350 in numbers
Data sheet relating to e-voting