



ORIENT GREEN POWER COMPANY LIMITED

August 13, 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: Clause No: 35 A of the Listing Agreement- Voting Rights

As required under Clause 35- A of the Listing Agreement, please find below the details of the Seventh Annual General Meeting held on August 12, 2014. The Members of the Company transacted the business as detailed in the annexure:

Sl.No.	Description	Details
1.	Date of Annual General Meeting	August 12, 2014
2.	Cut-off Date	July 04, 2014
3.	Total Number of Shareholders as on Cut-off Date i.e. July 04, 2014	24935
4.	Number of shareholders present in the meeting either in person or through proxy	





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	Shareholders	Present in person	Present through proxy	Total
	Promoter and Promoter Group	3	0	3
	Public	360	4	364
5	Number of persons attended the meeting through video conference: Nil			

The Annual General Meeting of the Members of the Company was held on Tuesday, 12th August 2014 at 3.00 P.M. at Mini Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017. The mode of voting was conducted by the way of e-poll/ e-voting. The Shareholders transacted the business as provided in the Annexure. All the 10 resolutions placed before the Shareholders have been passed with requisite majority.

We also enclose Scrutinizer Report for your records.

We request you to kindly take the same on record and oblige.

Thanking you,

Yours faithfully,
For Orient Green Power Company Limited,


P.Srinivasan
Company Secretary & Compliance Officer



Encl: as above



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ANNEXURE

Resolution	Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstan ding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes again st on votes polled
Resolution no.1 Adoption Standalone and Consolidated Financial Statements	Promoter and Promoter Group	426058596	426058596	100.00	426058596	0	100.00	0
	Public - Institio nal holders	51372930	0	0.00	0	0	0	0
	Public- Others	90646723	27232482	30.04	27230279	2203	99.9995	0.0004
	Total	568078249	453291078		453288875	2203	99.9995	0.0004
Resolution no.2 Re-appointment of Mr.P. Krishnakumar	Promoter and Promoter Group	426058596	426058596	100.00	426058596	0	100.00	0
	Public - Institio nal holders	51372930	0	0.00	0	0	0	0
	Public- Others	90646723	27232482	30.04	27229607	2875	99.9994	0.0006
	Total	568078249	453291078		453288203	2875	99.9994	0.0006
Resolution no.3 Re-appointment of Mr.S.Srinivasan	Promoter and Promoter Group	426058596	426058596	100.00	426058596	0	100.00	0
	Public - Institio nal holders	51372930	0	0.00	0	0	0	0
	Public- Others	90646723	27232482	30.03	27229607	2875	99.9994	0.0006
	Total	568078249	453291078		453288203	2875	99.9994	0.0006





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Resolution no.4 Re-appointment of M/s.Deloitte Haskins & Sells, Chartered Accountants	Promoter and Promoter Group	426058596	426058596	100.00	426058596	0	100.00	0
	Public – Instituti onal holders	51372930	0	0.00	0	0	0	0
	Public- Others	90646723	27232482	30.03	27224596	7886	99.9983	0.0017
	Total	568078249	453291078		453283192	7886	99.9983	0.0017
Resolution no.5 Appointment of Mr. M. Kannan, as Cost Auditor	Promoter and Promoter Group	426058596	426058596	100.00	426058596	0	100.00	0
	Public – Instituti onal holders	51372930	0	0.00	0	0	0	0
	Public- Others	90646723	27232482	30.03	27224993	7489	99.9983	0.0016
	Total	568078249	453291078		453283589	7489	99.9983	0.0016
Resolution no.6 Appointment of Maj Gen A L Suri as an Independent Director	Promoter and Promoter Group	426058596	426058596	100.00	426058596	0	100.00	0
	Public – Instituti onal holders	51372930	0	0.00	0	0	0	0
	Public- Others	90646723	27232482	30.03	27224721	7761	99.9983	0.0017
	Total	568078249	453291078		453283317	7761	99.9983	0.0017
Resolution no.7 Appointment of Mr. R. Ganapathi as an Independent Director	Promoter and Promoter Group	426058596	426058596	100.00	426058596	0	100.00	0
	Public – Instituti onal holders	51372930	0	0.00	0	0	0	0
	Public- Others	90646723	27232482	30.03	27224321	8161	99.9982	0.0018
	Total	568078249	453291078		453282917	8161	99.9982	0.0018





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Resolution no.8 Increase in the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company.	Promoter and Promoter Group	426058596	426058596	100.00	426058596	0	100.00	0
	Public – Institutional holders	51372930	0	0.00	0	0	0	0
	Public-Others	90646723	27232482	30.03	27230282	2200	99.999	0.0005
	Total	568078249	453291078		453288878	2200	99.999	0.0005
Resolution no.9 Alteration of Capital Clause contained in the Articles of Association	Promoter and Promoter Group	426058596	426058596	100.00	426058596	0	100.00	0
	Public – Institutional holders	51372930	0	0.00	0			
	Public-Others	90646723	27232482	30.03	13848028	13384454	97.04	2.95
	Total	568078249	453291078		439906624	13384454	97.04	2.95
Resolution no.10 Issue of securities to the Qualified Institutional Buyers for an amount not exceeding Rs.400 crores	Promoter and Promoter Group	426058596	426058596	100.00	426058596	0	100.00	0
	Public – Institutional holders	51372930	0	0.00	0	0	0	0
	Public-Others	90646723	27232479	30.03	27229079	3400	99.999	0.0008
	Total	568078249	453291075		453287675	3400	99.999	0.0008





B. CHANDRA
Practising Company Secretary

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Chennai - 600 024.

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FORM NO. MGT - 13

Report of the Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

Dated 12th August, 2014

To
The Chairman,
ORIENT GREEN POWER COMPANY LIMITED.
Sigappi Achi Building, 4th Floor,
18/3 Rukmini Lakshmi pathi Road, Egmore
Chennai
Tamil Nadu- 600008.

Reg: *E voting and poll results in respect of Annual General Meeting held on
Tuesday, 12th of August, 2014 at Mini Hall, Sri Krishna Gana Sabha,
20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600017, at
3.00p.m.*

Subject: *Ordinary & Special Resolution(s) under various provisions of the
Companies Act, 2013 read with Rules made there under – Voting
through electronic means in terms of Section 108 of the Companies Act,
2013 read with Rule 20 of the Companies (Management &
Administration) Rules, 2014, framed there under & Voting by Poll
under Section 109 of the Companies Act read with Rule 21 of the
Companies (Management & Administration) Rules, 2014, framed there
under*

Respected Sir,

I, B Chandra, Practising Company Secretary, having my office at A2 Happy Home
Apartments , New No.9, United India Colony, 4th Main Road, Kodambakkam,
Chennai – 600 024 appointed as Scrutinizer as per the letter dated 10th, July 2014, for
the purpose of voting by electronic means on the below mentioned resolutions, at

the Annual General Meeting of the equity shareholders of **ORIENT GREEN POWER COMPANY LIMITED** held on 12th August 2014, at *Mini Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai - 600017* at 3.00 p.m. , hereby submit my report as under:

a.	Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the company through electronic means (wherever email ids were available) July 17, 2014 and to the other share holders by registered post on July 18, 2014 and subsequently, the notice convening was also placed on the website of the company and that of the agency, i.e., M/s. Link Intime India Private Limited (Registrar and Share Transfer Agent). The members of the company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services Limited (CDSL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper of wide circulation on the 23 rd day of July 2014 via "Trinity Mirror" and in a vernacular newspaper on the same day via "Makkal Kural".
c.	The e-voting period commenced on August 5 th , 2014 at 09:30 A.M. and ended on the close of August 7 th , 2014 at 05.30 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 7 th August, 2014 at 05:30 P.M, the CDSL portal was blocked for voting.
e.	The votes cast under e -voting were unblocked in the presence of two witnesses not in employment of the company on the 8 th of August, 2014.
f.	A register has been maintained electronically to record the assent and dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares, etc. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
g.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to attend the Annual General Meeting (AGM).

At the Annual general meeting held at the scheduled time, date and venue, the Chairman announced a poll taking into account the provisions of law as well as the clarifications issued by the Ministry of Corporate Affairs dated 17-06-2014.

The polling papers as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the 1 box kept at convenient locations in the Venue.

1. At the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

The resolutions for which this Annual General Meeting of the shareholders is being held and the option of voting by electronic means is provided as follows:

S.NO	RESOLUTION	ORDINARY/ SPECIAL
1	To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2014 including audited Balance Sheet as at 31 st March 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Ordinary
2	To appoint a Director in place of Mr. P. Krishnakumar, who retires by rotation and being eligible offers himself for re-election.	Ordinary
3	To appoint a Director in place of Mr. S. Srinivasan, who retires by rotation and being eligible offers himself for re-election	Ordinary
4	To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Reg no.008072S) as Auditors of the Company.	Ordinary
5	To appoint Mr. M. Kannan, as Cost Auditor of the Company	Ordinary
6	To appoint Director Mr A.L. Suri (Retd.) (DIN 00009532), as an Independent Director of the Company to hold office for a period of 5 years upto March 31, 2019.	Ordinary
7	To appoint Mr. R. Ganapathi (DIN 00210430), as an Independent Director of the Company to hold office for a period of 5 years up to March 31, 2019.	Ordinary

8	To Increase the Authorized Share Capital of the Company from 600,00,00,000 to 800,00,00,000 and with respect to that alteration in the Clause V of the Memorandum of Association of the Company	Special
9	To Alter the Article of Association of the Company by substituting Article 3 of the AOA as "The Authorized Share Capital of the Company is 800,00,00,000/- (Rupees Eight Hundred Crores only) divided into 80,00,00,000 equity shares of `10/- each".	Special
10	To make private placement and further issue and allot equity shares/ fully convertible debentures/partly convertible debentures/ Non - convertible debentures/ Non - convertible debentures with warrants or any other securities which are convertible into / exchangeable with equity shares.	Special

The results of the poll & voting by electronic means are as follows:

The details of the number of members present and voting in person or by proxy and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S.No	Number of members who cast their votes by e-voting		Number of valid Votes	Number of invalid votes
	FOR	AGAINST		
1	24	2	26	2
2	22	4	26	2
3	22	4	26	2
4	23	3	26	2
5	23	3	26	2
6	22	4	26	2
7	21	5	26	2
8	25	1	26	2
9	23	3	26	2
10	23	2	25	3

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

Resolution S.No	Number of shares held by the members who cast their votes through electronic means & Poll				Total valid Votes	Passed/Not Passed
	FOR		AGAINST			
	Number	%	Number	%		
1	453288875	99.9995	2203	0.0005	453291078	Passed as ordinary resolution
2	453288203	99.9994	2875	0.0006	453291078	Passed as ordinary resolution
3	453288203	99.9994	2875	0.0006	453291078	Passed as ordinary resolution
4	453283192	99.9983	7886	0.0017	453291078	Passed as ordinary resolution
5	453283589	99.9983	7489	0.0017	453291078	Passed as ordinary resolution
6	453283317	99.9983	7761	0.0017	453291078	Passed as ordinary resolution
7	453282917	99.9983	8161	0.0017	453291078	Passed as ordinary resolution
8	453288878	99.9995	2200	0.0005	453291078	Passed as special resolution
9	439906624	97.0473	13384454	2.9527	453291078	Passed as special resolution
10	453287675	99.9992	3400	0.0008	453291075	Passed as special resolution

Since the requisite no. of votes cast in favour exceeded the No. of votes cast against in respect of resolutions in S No 1 to 10, I hereby report that the above resolutions were passed with requisite majority.

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/~~Director~~ authorized by the Board for safe keeping.
5. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

Thanking you,

Yours faithfully,



B Chandra

B CHANDRA

Company Secretary in Practice

CP No 7859

Encl: Polling Papers 6 in number.