

ORIENT GREEN POWER COMPANY LIMITED
CHENNAI

**PROCEEDINGS OF THE SEVENTH ANNUAL GENERAL MEETING OF ORIENT
GREEN POWER COMPANY LIMITED HELD ON AUGUST 12, 2014 AT 3.00 P.M AT
MINI HALL, SRI KRISHNA GANA SABHA, 20, MAHARAJAPURAM
SANTHANAM ROAD, T.NAGAR, CHENNAI 600 017**

Present

Mr. N.Rangachary – Chairman & Chairman of the Audit Committee
Mr. T.Shivaraman – Vice-Chairman
Mr. P.Krishnakumar – Non-Executive Director
Maj.Gen. A.L.Suri (Retd) - Independent Director
Mr.R. Ganapathi – Independent Director
Mr. R.Sundararajan – Independent Director
Mr.S.Venkat Ram –Independent Director
Mr. S.Srinivasan - Non-Executive Director
Mr.S.Venkatachalam – Managing Director

IN ATTENDANCE

Mr. J.Sivakumar – Chief Financial Officer
Mr. P.Srinivasan – Company Secretary

BY INVITATION

Mr. Sriraman Parthasarathy - Partner -Deloitte Haskins & Sells, Statutory Auditors

MEMBERS PRESENT

309 Members were present in person including proxies as per the attendance slips.

Mr. N. Rangachary, Chairman of the Company took the Chair. The Chairman extended a warm and hearty welcome to shareholders present at the Annual General Meeting of the Company.

The requisite quorum being present, the Chairman called the Meeting to Order.

The Chairman introduced the Directors to the members present at the Meeting

The Chairman informed the Members that the Registrar of Contracts, Members, Directors and Key Managerial Personnel and Proxies are kept open for the purpose of inspection by the Shareholders during the meeting.

The Chairman stated that with the permission of the members present, the Notice of the Meeting dated July 9, 2014 with the explanatory statement annexed thereto, which has been already circulated to them, may be taken as read. The Members consented to it and Notice convening the Seventh Annual General Meeting was taken as read.

The Chairman then requested Mr. P.Srinivasan, Company Secretary to read the Statutory Auditor's Report for the year ended 31st March, 2014. The Statutory Auditors' Report and the comments of the Statutory Auditors were then read out by Mr. P.Srinivasan, Company Secretary.

The Chairman then informed the members on certain changes that have been introduced by the New Companies Act, 2013 relating to voting procedure on the resolutions. He then requested Mr. P.Srinivasan, Company Secretary to brief the members about the provisions of the New Companies Act, 2013. Accordingly Mr. P.Srinivasan, Company Secretary briefed the members on the provisions of the Companies Act, 2013 regarding the e-Voting facility which was made available to all shareholders as mentioned in Seventh Annual General Meeting Notice.

The Chairman also informed that the poll will be ordered on all items mentioned in the Notice dated 09 July, 2014 for those shareholders who have not availed e-voting facility. The Chairman further informed the shareholders that Ms.B.Chandra, Practicing Company Secretary, Chennai was appointed by the Board, as an Independent Scrutinizer for e-Voting process and for the poll conducted at the meeting.

The Chairman then delivered his speech on the performance of the Company for the financial year 2013-14 and initiatives taken by the Company to improve the operations and performance in both Biomass and Wind businesses.

On the request of the Chairman, Mr.S.Venkatachalam, Managing Director made a presentation on the performance and operations of the Company for the financial year 2013-14.

The Chairman then briefed the members about the following ordinary business and special businesses as set out in the Notice:

Ordinary Business:

1. Adoption of Accounts
2. Re-appointment Mr. P. Krishnakumar
3. Re-appointment of Mr.S. Srinivasan
4. Re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants

Special Business:

5. Appointment of Mr. M. Kannan, as Cost Accountant
6. Appointment of Maj Gen A L Suri as Independent Director
7. Appointment of Mr. R. Ganapathi as Independent Director
8. Increase in Authorised Share Capital
9. Alteration of Articles of Association (for increase in in Authorised Share Capital)
10. Issue of securities to the Qualified Institutional Buyers for an amount not exceeding Rs.400 crores

The Chairman then invited members (other than present through proxies) to seek any clarifications that may require on the business as set out in the Notice of the Seventh Annual General Meeting. The various queries of the members on the Company's operations and the annual accounts for the year ended March 31, 2014 were collated and answered by the Chairman, Vice-Chairman, Managing Director and Chief Financial Officer of the Company to the satisfaction of the members.

The Chairman thereafter ordered poll on the resolutions as set out in the Notice and requested those members who had not exercised their votes through e-voting to vote through poll.

Ms.B.Chandra, Company Secretary conducted the poll which included distribution of the poll papers, showing empty poll boxes to the members and locking the poll boxes in the presence of the members. After ensuring that all the members, proxy holders and representatives cast their votes, the scrutinizer closed the poll boxes and then took custody of the poll boxes.

After conclusion of the poll, Chairman announced that the combined results of the e-voting and poll taken at the Meeting would be announced to the Stock Exchanges and also made available on the websites of the Company within two days.

The Chairman thanked the members of the Company for their participation and continued support announced the formal closure of the Seventh Annual General Meeting.

N.Rangachary
Chairman