



ORIENT GREEN POWER COMPANY LIMITED

September 16, 2015

BSE Limited  
Corporate Relations Department  
P.J. Towers  
Dalal Street  
Mumbai-400 001

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 Results**

As required under Clause 35- A of the Listing Agreement, please find below the details of the Extra Ordinary General Meeting held on September 14, 2015. The Members of the Company transacted the business as detailed in the annexure:

Sl. No	Description	Particulars		
A	Date of Extra Ordinary General Meeting	September 14, 2015		
B	Cut-off Date	September 4, 2015		
C	Total Number of Shareholders as on Cut-off Date i.e. September 4, 2015	26794		
D	No. of shareholders present in the meeting either in person or through proxy:			
	<b>Shareholders</b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
	Promoters and Promoter Group	2	0	2
	Public	450	0	450

The Extra Ordinary General Meeting of the Members of the Company was held on Monday, 14<sup>th</sup> September 2015 at 3.00 P.M. at Kamakoti 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-voting/poll. The Shareholders transacted the business as provided in the Annexure. All the 6 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*

**P.Srinivasan**  
**Company Secretary & Compliance Officer**

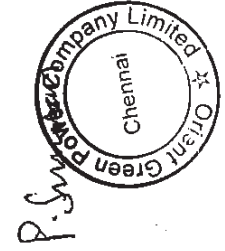


Encl: as above



The requisite disclosures as per the Clause 35A of the Listing Agreement:

Resolution No. 1	Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3) = \frac{[(2)/(1)] * 100}{(1)}$	No. of Votes – in favour	No. of Votes against	% of Votes in favour on votes polled $(6) = \frac{[(4)/(2)] * 100}{(2)}$	% of Votes against on votes polled $(7) = \frac{[(5)/(2)] * 100}{(2)}$
To issue up to 17,170,329 Equity Shares on a Preferential basis to EW Special Opportunities Fund II Pte. Limited and Ecap Equities Limited.		(1)	(2)	$(3) = \frac{[(2)/(1)] * 100}{(1)}$	(4)	(5)	$(6) = \frac{[(4)/(2)] * 100}{(2)}$	$(7) = \frac{[(5)/(2)] * 100}{(2)}$
	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public - Institutional holders	52379270	5408286	10.33	5408286	0	100	0
	Public-Others	89640383	13905958	15.51	13900341	5617	99.96	0.04
	<b>Total</b>	<b>568078249</b>	<b>444986314</b>	<b>78.33</b>	<b>444980697</b>	<b>5617</b>	<b>99.999</b>	<b>0.001</b>
Resolution No. 2	Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3) = \frac{[(2)/(1)] * 100}{(1)}$	No. of Votes – in favour	No. of Votes against	% of Votes in favour on votes polled $(6) = \frac{[(4)/(2)] * 100}{(2)}$	% of Votes against on votes polled $(7) = \frac{[(5)/(2)] * 100}{(2)}$
To issue upto 103,021,977 Equity Shares on a Preferential basis to Nivedana Power Private Limited, Syandana Energy Private Limited and Janati Bio Power Private Limited.		(1)	(2)	$(3) = \frac{[(2)/(1)] * 100}{(1)}$	(4)	(5)	$(6) = \frac{[(4)/(2)] * 100}{(2)}$	$(7) = \frac{[(5)/(2)] * 100}{(2)}$
	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public - Institutional holders	52379270	5408286	10.33	5408286	0	100	0
	Public-Others	89640383	13905958	15.51	13900341	5617	99.96	0.04
	<b>Total</b>	<b>568078249</b>	<b>444986314</b>	<b>78.33</b>	<b>444980697</b>	<b>5617</b>	<b>99.999</b>	<b>0.04</b>





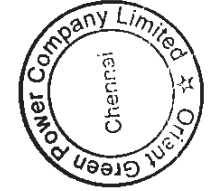
Resolution No. 3	Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
To issue up to 51,600,000 Equity Shares on a Preferential basis to M/s. Forefront Capital Management Private Limited.	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public - Institutional holders	52379270	5408286	10.33	5408286	0	100	0
	Public-Others	89640383	13905958	15.51	13901633	4325	99.97	0.031
	Total	568078249	444986314	78.33	444981989	4325	99.999	0.0010
Resolution No. 4	Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
To approve the variation in fund requirements and shortfall of Net Proceeds.	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public - Institutional holders	52379270	5408286	10.33	5408286	0	100	0
	Public-Others	89640383	13905958	15.51	13899245	6713	99.95	0.048
	Total	568078249	444986314	78.33	444979601	6713	99.998	0.002

P. Suman



Resolution No. 5	Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
To Waive off the excess managerial remuneration paid to Mr. T. Shivaraman as Executive Vice Chairman of the Company for the period from 1st April 2013 to 31st March 2014.	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public - Institutional holders	52379270	5408286	10.33	5408286	0	100	0
	Public-Others	89640383	13905958	15.51	13896770	9188	99.934	0.066
	<b>Total</b>	<b>568078249</b>	<b>444986314</b>	<b>78.33</b>	<b>444977126</b>	<b>9188</b>	<b>99.998</b>	<b>0.002</b>
Resolution No. 6 To Alter the Articles of Association of the Company	Promoter/ Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public - Institutional holders	52379270	5408286	10.33	5408286	0	100	0
	Public-Others	89640383	13905958	15.51	13905155	700	99.99	0.0050
<b>Total</b>	<b>568078249</b>	<b>444986314</b>	<b>78.33</b>	<b>444985511</b>	<b>700</b>	<b>99.9998</b>	<b>0.0002</b>	

P. Sivaraman





**B. CHANDRA**  
PRACTISING COMPANY SECRETARY

AG3 Ragamalika,  
No 26, Kumaran Colony Main Road  
Vadapalani  
Chennai - 26

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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 14<sup>th</sup> SEPTEMBER 2015

To

*The Chairman,  
of the Extra ordinary General Meeting of the Equity Shareholders of ORIENT  
GREEN POWER COMPANY LIMITED, held on 14<sup>TH</sup> September, 2015 at Kamakoti Hall,  
Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai - 600  
017, at 3.00 p.m.*

**Subject:** *Special Resolution(s) under different 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*

Dear Sir,

I, **B Chandra**, Practising Company Secretary, having my office at AG3, Ragamalika  
No 26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026 appointed as  
Scrutinizer as per the letter dated 19 August 2015, for the purpose of voting by  
electronic means on the below mentioned resolutions, at the Extra Ordinary General  
Meeting of the Equity Shareholders of ORIENT GREEN POWER COMPANY



LIMITED held on 14<sup>TH</sup> September 2015, at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017, at 3.00 pm 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) and to the other shareholders by registered post on 21st August, 2015 and subsequently, the Notice convening was also placed on the website of the Company and that of the agency, i.e., 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 <b>Central Depository Services (India) Limited(CDSL)</b> .
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper (Trinity Mirror) of wide circulation on 26.08.2015 and a vernacular newspaper (Makkal Kural) on the 26.08.2015.
c.	The e-voting period commenced on September 10, 2015 at 10:00 A.M. and ended on the close of September 13 , 2015 at 05:00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on September 13 , 2015 at 05:00 P.M, the CDSL portal was blocked for voting.
e.	The votes cast were unblocked in the presence of two witnesses on September 14, 2015.
f.	A register has been maintained electronically to record the assent or 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. 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 authorisation to attend the Extra Ordinary General Meeting.

At the Extra Ordinary 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 19-03-2015.



The polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the one ballot box kept at convenient location in the Venue.

1. At the time fixed for closing of the poll by the Chairman, **One** ballot box kept for polling was locked in my presence with due identification marks placed by me/us.
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 Extra Ordinary General Meeting of the shareholders was held were as follows:

<b>S.No</b>	<b>Resolutions</b>	<b>Nature of Resolution</b>
1	To Issue up to 17,170,329 Equity Shares to EW Special Opportunities Fund II Pte. Limited and Ecap Equities Limited.	Special
2	To Issue up to 103,021,977 Equity Shares to Nivedana Power Private Limited, Syandana Energy Private Limited and Janati Bio Power Private Limited.	Special
3	To Issue up to 51600000 Equity Shares to SEBI registered Portfolio Manager viz. M/s. Forefront Capital Management Private Limited	Special
4	Variation in fund requirements and shortfall of Net Proceeds	Special
5	To ratify the excess managerial remuneration paid to Mr. T. Shivaraman as Executive Vice Chairman of the Company for the period from 1st April 2013 to 31st March 2014	Special
6	To consider and approve Alteration of Articles of Association	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 either by e-voting/ poll in the EGM		Number of valid Votes	Number of invalid votes
	ASSENT	DISSENT		
1	27	6	33	1
2	27	6	33	1
3	27	6	33	1
4	26	7	33	1
5	24	9	33	1
6	29	2	31	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.

E VOTING & POLL						
Resolution S.No	No of VOTES CAST IN FAVOUR	No of VOTES CAST AGAINST	Total - Valid Votes	Assent %	Dissent %	Passed/Not Passed
1	44,49,80,697	5617	44,49,86,314	99.9987	0.0013	Passed as special resolution
2	44,49,80,697	5617	44,49,86,314	99.9987	0.0013	Passed as special resolution
3	44,49,81,989	4325	44,49,86,314	99.9991	0.0009	Passed as special resolution
4	44,49,79,601	6713	44,49,86,314	99.9985	0.0015	Passed as special resolution
5	44,49,77,126	9188	44,49,86,314	99.9979	0.0021	Passed as special resolution
6	44,49,85,511	700	44,49,86,211	99.9998	0.0002	Passed as special resolution





Since the requisite no. of votes cast in favour exceeded the No of votes cast in favour were not less than three times the votes cast against in respect of resolutions in S No 1 to 6, 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 9 in number.

Witness :1 *G. Subhasree*  
[G. SUBHASREE]

172, Rama Street,  
Nungambakkam,  
Chennai - 34.

Witness :2 *C. Anuradha*  
(C. ANURADHA)

42/58 Balakrishna  
Narayan street  
West Tambalam,  
Chennai 33

Counter Signed by

*S. Venkatachalam*

S. Venkatachalam  
Managing Director