



ORIENT GREEN POWER COMPANY LIMITED

9th September, 2015

**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.**

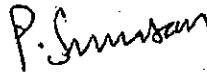
Dear Sir/Madam,

Sub: Proceedings of Eighth Annual General Meeting held on 14th August, 2015

In terms of Clause 31(d) of Listing Agreement, We enclose herewith copy of proceedings of Eighth Annual General Meeting of the members held on 14th August, 2015 at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T. Nagar, Chennai – 600 017, for your information.

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

**Yours faithfully,
For Orient Green Power Company Limited**


**P. Srinivasan
Company Secretary & Compliance Officer
Encl: as above**

ORIENT GREEN POWER COMPANY LIMITED

Minutes of the Eighth Annual General Meeting of Orient Green Power Company Limited held on 14th August 2015 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
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. K.V.Kasturi	- Chief Financial Officer
Mr. P.Srinivasan	- Company Secretary

BY INVITATION

Mr. Sriraman Parthasarathy - Partner -Deloitte Haskins & Sells, Auditors
Dr.B.Ravi – Practicing Company Secretary

MEMBERS PRESENT

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

1. Mr. N.Rangachary took the Chair and welcomed the shareholders to the Meeting.
2. The requisite quorum being present, the Chairman called the Meeting in Order.
3. The Chairman introduced the Directors to the members present at the Meeting
4. 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.
5. The Chairman stated that with the permission of the members present, the Notice of the Meeting dated May 27, 2015 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 Eighth Annual General Meeting was taken as read.
6. The Chairman then requested Mr. K.V.Kasturi Chief Financial Officer to read the "Emphasis of Matter" as reported in the Statutory Auditor's Report for the year ended 31st March, 2015.

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7. The comments of the Statutory Auditors relating to "Emphasis of Matter" were then read out by Mr. K.V.Kasturi Chief Financial Officer.
8. The Chairman then briefed the members that pursuant to the provisions of the Companies Act, 2013 and Listing Agreements with the Stock Exchanges, the Company had provided e-Voting facility to all shareholders to cast their vote electronically during the prescribed period mentioned in Eighth Annual General Meeting Notice. The Chairman also informed that the poll will be ordered on all agenda items to be transacted at the meeting for those shareholders who have not availed e-voting facility. The Chairman informed the shareholders that Dr.B.Ravi, Practicing Company Secretary, Chennai was appointed by the Board, as an Independent Scrutinizer for e-Voting process and for the poll conducted at the general meeting. Chairman also informed that the results of the poll aggregated with the results of e-Voting will be placed on the website of the Company within two working days.
9. Chairman then requested Mr.S.Venkatachalam, Managing Director to make a presentation on the performance of the Company.
10. On the request of the Chairman, Mr.S.Venkatachalam, Managing Director made a presentation on the performance and financials of the company for the financial year 2014-15.
11. The Chairman briefed the members about the ordinary business as set out in the AGM Notice under Item No. 1 to 4 and special businesses under Item No. 5 to 8.
12. The Chairman invited members (other than present through proxies) to seek any clarifications that may require on the Agenda items as set out in the Notice of the Eighth Annual General Meeting. The various queries of the members of the Company's operations and the annual accounts for the year ended March 31, 2015 were collated and answered by the Vice-Chairman and Managing Director of the Company to the satisfaction of the members.
13. The Chairman thereafter ordered poll on the resolutions set out in the AGM Notice and requested that those members who had not exercised their votes through e-voting can vote at the meeting through ballot paper.
14. Dr.B.Ravi, 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.
15. 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.
16. The Chairman thanked the members of the Company for their participation and continued support announced the formal closure of the 8th Annual General Meeting.
17. The resolutions passed with requisite majority and consolidated results of the e-voting and poll in respect of each resolution as announced to the Stock Exchanges are as under

Resolution	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
Resolution no.1 Adoption and Standalone and Consolidated Financial Statements	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public - Institutional holders	52379270	7741611	14.78	7741611	0	100	0
	Public- Others	89640383	394914	0.44	394914	0	100	0
	Total	568078249	433808595	76.36	433808595	0	100	0
Resolution no.2 Re-appointment of Mr. Himraj Dang	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public - Institutional holders	52379270	7741611	14.78	7741611	0	100	0
	Public- Others	89640383	394914	0.44	394564	350	99.91	0.09
	Total	568078249	433808595	76.36	433808245	350	100	0.09
Resolution no.3 Re-appointment of Mr. Vishal Vijay Gupta	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public - Institutional Holders	52379270	7741611	14.78	7741611	0	100	0
	Public- Others	89640383	394914	0.44	394564	350	99.91	0.09
	Total	568078249	433808595	76.36	433808245	350	100	0.09
Resolution no.4 Re-appointment of M/s.Deloitte Haskins & Sells, Chartered Accountants	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public - Institutional holders	52379270	7741611	14.78	7741611	0	100	0
	Public- Others	89640383	394914	0.44	394914	0	100	0
	Total	568078249	433808595	76.36	433808595	0	100	0
Resolution no.5 Appointment of Mr. N.Rangachary (DIN 00054437), as an Independent Director	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public - Institutional holders	52379270	7741611	14.78	7741611	0	100	0
	Public- Others	89640383	394914	0.44	394914	0	100	0
	Total	568078249	433808595	76.36	433808595	0	100	0
Resolution no.6 Appointment of Mr. R.Sundararajan (DIN 00498404) as an Independent Director	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public - Institutional holders	52379270	7741611	14.78	7741611	0	100	0
	Public- Others	89640383	394914	0.44	394914	0	100	0
	Total	568078249	433808595	76.36	433808595	0	100	0

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Resolution no.7 Appointment of Mr. S.Venkat Ram (DIN 02929795) as an Independent Director	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public – Institutional holders	52379270	7741611	14.78	7741611	0	100	0
	Public- Others	89640383	394914	0.44	394914	0	100	0
	Total	568078249	433808595	76.36	433808595	0	100	0
Resolution no.8 Appointment Mrs.Savita Mahajan (DIN06492679) as an Independent Director	Promoter and Promoter Group	426058596	425672070	99.91	425672070	0	100	0
	Public – Institutional holders	52379270	7741611	14.78	7741611	0	100	0
	Public- Others	89640383	394914	0.44	394914	0	100	0
	Total	568078249	433808595	76.36	433808595	0	100	0



N. Rangachary
Chairman

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