



ORIENT GREEN POWER COMPANY LIMITED

October 18, 2012

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 the 05th Annual General Meeting of the Company held on 21st September 2012.

As required under Clause 31 (d) of the Listing Agreement, we are forwarding herewith a copy of the detailed Proceedings of the Fifth Annual General Meeting of the Company held on 21st September 2012.

We would request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For Orient Green Power Company Limited

R Sridharan

Vice President and Company Secretary

**ORIENT GREEN POWER COMPANY LIMITED
CHENNAI**

**PROCEEDINGS OF THE FIFTH ANNUAL GENERAL MEETING OF THE
COMPANY HELD AT 02.00 PM. ON FRIDAY THE 21ST SEPTEMBER 2012 AT
MINI HALL, SRI KRISHNA GANA SABHA, 20, MAHARAJAPURAM
SANTHANAM ROAD, T.NAGAR, CHENNAI – 600 017**

Members in person: 264 as per attendance slip
Proxies Present : 2

DIRECTORS PRESENT:

MR. T SHIVARAMAN	VICE CHAIRMAN
MR. P. KRISHNAKUMAR	MANAGING DIRECTOR
MR. R GANAPATHI	DIRECTOR
MR. R SUNDARARAJAN	DIRECTOR
MR. S SRINIVASAN	DIRECTOR
MR. S VENKAT RAM	DIRECTOR

IN ATTENDANCE: Mr. R Sridharan – Vice President and Company Secretary

Proposed by Mr. R Ganapathi and seconded by Mr. R Sundararajan,
Mr. T Shivaraman, Vice Chairman was elected as the Chairman of the Meeting.

Mr. T Shivaraman then took the Chair.

The Chairman declared that the requisite quorum was present.

The Chairman declared that the Registers as per the statutory requirements
including the Register of Directors' shareholding are kept open at the meeting.

With the consent of the members present, the notice convening the Fifth Annual
General Meeting together with the Explanatory Statement circulated to the members
were taken as read.

The Chairman informed the members of some Printing Errors and Omissions in the Annual Report for the year ended 31st March 2012 and requested Mr. J. Sivakumar, Chief Financial Officer to read the Auditors Report for the Financial Year 2011 - 2012, and also the Printing Errors and omissions.

Accordingly Mr. J. Sivakumar, Chief Financial Officer as permitted by the Statutory Auditors read out the Corrections and Omissions as detailed below:

AUDITORS ' REPORT (STANDALONE)

ANNEXURE TO AUDITORS ' REPORT

(Referred to in paragraph 4 of our report of even date)

Clause (x)

“The accumulated losses of the Company at the end of the financial year are less than fifty percent of its net worth. The Company has incurred cash losses in the financial year and has not incurred cash losses in the immediately preceding financial year”.

Note 33 of Standalone Financials:

Corrected and Read as follows:

Particulars	As at 31 March, 2012
a. Cost of asset acquired	
Cost of Vehicles acquired under Hire Purchase	19,39,586
Carrying value of Vehicles	16,73,877
b. Reconciliation between total minimum lease payments and their present value	
Total minimum lease payments	9,55,194
Less: Liability on interest account	91,304
Present value of payments	8,63,890
c. Year wise break up of minimum lease payments	
Up to one year	6,05,057
Later than one year but not later than five years	3,50,137
Later than five years	
Total	9,55,194

Thereafter Mr. J. Sivakumar, Chief Financial Officer read the Auditors Report for the year ended 31st March 2012 .

The Chairman then took the items as per Agenda

1. ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2012

Mr. Anantharaman P moved the following Ordinary Resolution.

“RESOLVED THAT the Balance Sheet as at 31st March, 2012, the Profit and Loss Account of the Company for the year ended 31st March, 2012 together with the Directors’ Report and the Auditors Report thereon be and are hereby approved and adopted”.

Mr. Krishnan Suresh seconded the above Ordinary Resolution

The Chairman requested Mr. P Krishnakumar, Managing Director of the Company to brief the members on the performance of the Company and Subsidiaries and future outlook. Accordingly, Mr. P Krishnakumar, Managing Director in his presentation expalined on the outline of Renewable Energy Industry in India and the status of the Company in this growing Industry. Further the Company's operational/ financial performance for 2011-12 and challenges faced by the Industry, the measures taken by the Company to mitigate these challenges and improve performance were also presented to the shareholders by Mr. P. Krishnakumar, Managing Director.

The performance of the Company for the Quarter ended 30th June 2012 which was communicated earlier to all the shareholders was also explained by Mr. P Krishnakumar, Managing Director in detail along with capacity additions plans for the current financial year 2012-13.

The Chairman then invited the Shareholders’ for observations on the Accounts of the Company for the year ended 31st March 2012. Four Shareholders raised certain issues/ queries on the accounts and other related topics as contained in the Annual Report for the financial year ended 31st March 2012 such as :

- Query on reduction in Share price and clarification on the same.
- Status of the present and upcoming projects of the Company
- Suggestion was made to include the performance of the Company in a tabular format for the previous years as may be applicable and also about the performance of the Company in general

The above queries raised by the shareholders were suitably answered/clarified by Mr. P Krishnakumar, Managing Director and Mr. T Shivaraman, Vice Chairman.

Thereafter the above Ordinary Resolution approving and adopting the Accounts together with the Directors Report and the Auditors Report was then was put to vote on a show of hands and was declared carried unanimously.

2. RE-APPOINTMENT OF MR. R. SUNDARARAJAN, AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

Mr. T Sriraman moved the following Ordinary Resolution

“RESOLVED to appoint a Director in place of Mr. R. Sundararajan, who retires by rotation at this meeting and being eligible, offers himself for re-appointment”.

Mr. Royce Massey seconded the above Ordinary Resolution.

The above Ordinary Resolution was put to vote on a show of hands and was declared carried unanimously.

3. RE-APPOINTMENT OF MR. S VENKAT RAM, AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

Mr. R Narayanan moved the following Ordinary Resolution

“RESOLVED to appoint a Director in place of Mr. S Venkat Ram, who retires by rotation at this meeting and being eligible, offers himself for re-appointment”.

Mr. Sriraman V seconded the above Ordinary Resolution.

The above Ordinary Resolution was put to vote on a show of hands and was declared carried unanimously.

4. RE-APPOINTMENT OF MR. N. RANGACHARY, AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

Mr. Rathinasamy Selvan moved the following Ordinary Resolution

“RESOLVED to appoint a Director in place of Mr. N. Rangachary, who retires by rotation at this meeting and being eligible, offers himself for re-appointment”.

Mr. K Saminathan seconded the above Ordinary Resolution.

The above Ordinary Resolution was put to vote on a show of hands and was declared carried unanimously.

5. RE-APPOINTMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION

Mr. K M M Annamalai moved the following Ordinary Resolution

RESOLVED THAT M/s. DELOITTE HASKINS AND SELLS, (Registration No. 008072S) Chartered Accountants, Chennai, be and are hereby reappointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company

Mr. N Balachandran seconded the above Ordinary Resolution

The above Ordinary Resolution was put to vote on a show of hands and was declared carried unanimously.

6. APPOINTMENT OF MR. S SRINIVASAN, AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

Mr. Rajib Lochan Sarangi moved the following Ordinary Resolution

RESOLVED THAT Mr. S Srinivasan be and is hereby appointed as a Director of the Company of which notice has been received from a member under Section 257 of the Companies Act, 1956, signifying his intention to propose the name of

Mr. S Srinivasan, as a Director of the Company liable to determination through retirement by rotation.

Mrs. S Revathi seconded the above Ordinary Resolution.

The above Ordinary Resolution was put to vote on a show of hands and was declared carried unanimously.

7. APPOINTMENT OF MR. VISHAL VIJAY GUPTA, AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

Mr. G G David Kumar moved the following Ordinary Resolution

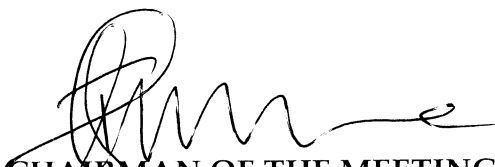
RESOLVED THAT Mr. Vishal Vijay Gupta be and is hereby appointed as a Director of the Company of which notice has been received from a member under Section 257 of the Companies Act, 1956, signifying his intention to propose the name of Mr. Vishal Vijay Gupta, as a Director of the Company liable to determination through retirement by rotation.

Mr. S Sivakumar seconded the above Ordinary Resolution.

The above Ordinary Resolution was put to vote on a show of hands and was declared carried unanimously.

The meeting terminated with a vote of thanks to the Chair.

PLACE : CHENNAI
DATE : 05-10-2012



CHAIRMAN OF THE MEETING