



ORIENT GREEN POWER COMPANY LIMITED

27th March 2013

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,

Sub: Declaration of the Results of Postal Ballot

We enclose the Scrutinizer Report issued by Mrs. B. Chandra, Company Secretary dated 26th March 2013 for obtaining the approval of the shareholders of the Company by way of Postal Ballot under Section 192 A of the Companies Act 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 which has been completed vide Notice of Postal Ballot dated 22nd February 2013 for the following item of business:

ITEM NO:1

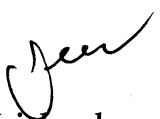
Special Resolution under Section 81 (1A) of the Companies Act, 1956 and in accordance with the Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations) , for creation issue and allotment of 10,00,00,000 equity shares on a preferential basis to Shriram Industrial Holdings Private Limited

ITEM NO:2

Special Resolution under Section 61 of the Companies Act, 1956 for variation to the terms of contract for change in the utilisation of the Initial Public Offering (IPO) Proceeds as stated in the Red Herring Prospectus dated 13 September 2010 (including an addendum thereto dated 18 September 2010) (the **RHP**) and the prospectus dated 29 September 2010 (the **Prospectus**)

We request you to kindly take the same on record.

Yours faithfully,
For Orient Green Power Company Limited


P. Krishnakumar
Managing Director



Encl.: Scrutinizer's Report attached.



B. CHANDRA
Practising Company Secretary

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#9, United India Colony,
4th Main Road, Kodambakkam,
Chennai - 24.

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March, 26th 2013

SCRUTINIZER'S REPORT

To

The Managing Director
M/S ORIENT GREEN POWER COMPANY LIMITED
Regd Office:
Sigappi Achi Building, 4th Floor,
18/3 Rukmini Lakshmi pathi Road, Egmore
Chennai - 600008

Subject:

1. Special Resolutions Under Section 81(1A) of the Companies Act, 1956 -Passing of resolution by means of Postal Ballots in terms of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011, framed there under
2. Special Resolutions Under Section 61 of the Companies Act, 1956-Passing of resolution by means of Postal Ballots in terms of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011, framed there under

Dear Sir,

Please refer to your letter dated 22nd February 2013 appointing me as the Scrutinizer for the purpose of ascertaining the result of the above said resolutions passed by means of Postal Ballot process.

As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot Forms received from the members of the Company, I hereby submit my report as under:



- 1.1 The Company, on 23rd February 2013, completed the dispatch of Postal Ballot Forms along with self addressed postage prepaid envelopes to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 15th February 2013. A public advertisement to that effect was given on February 27, 2013.
- 1.2 In terms of the Public Notice, the last date and time fixed to receive the Postal Ballot Forms from the members was not later than close of working hours (i.e. before 5.00 PM) on Monday, March 25th, 2013.
- 1.3 Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- 1.4 All postal ballot forms received upto 5.00 PM on Monday, March 25th, 2013, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 1.5 Envelopes containing postal ballot forms received after 5.00 PM on Monday, March 25th, 2013, were not considered for my scrutiny.
- 1.6 The postal ballot forms were kept under the safe custody in a sealed and tamper proof ballot box.
- 1.7 The postal ballot forms were duly opened in my presence at 11.00 a.m on Tuesday, 26th March 2013 and scrutinized and the shareholding was matched /confirmed with the Register of Members of the company/list of beneficiaries as on 15th February 2013 as maintained by the Company.
- 1.8 681 Envelopes containing postal ballot form were returned undelivered.
- 1.9 I did not find any defaced or mutilated ballot papers.



2. A summary of the postal ballot forms process is given below:

2.1 In reference to resolution proposed to be passed as a Special Resolution under Section 81 (1A) of the Companies Act, 1956 and in accordance with the Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**ICDR Regulations**), for creation issue and allotment of 10,00,00,000 equity shares on a preferential basis to Shriram Industrial Holdings Private Limited , as per the Notice dated 22nd February 2013: .

	Particulars	No. of postal ballot forms	Total No. of votes	% of No. of votes representing net valid votes (as per (c) below)
(a)	Total postal ballot forms received	737	30,66,19,785	
(b)	Less: Invalid postal ballot forms (as per register)	30	35,930	
(c)	Net valid postal ballot forms/ No. of votes (as per register)	707	30,65,83,855	
(d)	Postal ballot forms / No. of votes with assent to the Resolution	654	30,65,36,248	99.98%
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	53	47,607	0.02%

Since 30,65,36,248 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.98% of the total number of votes representing net valid votes cast as per (d) above, I hereby report that the above said Special resolution is passed with requisite majority.



2.2 In reference to resolution proposed to be passed as a Special Resolution under Section 61 of the Companies Act, 1956 for variation to the terms of contract for change in the utilisation of the Initial Public Offering (IPO) Proceeds as stated in the Red Herring Prospectus dated 13 September 2010 (including an addendum thereto dated 18 September 2010) (the **RHP**) and the prospectus dated 29 September 2010 (the **Prospectus**) as per the Notice dated 22nd February 2013:

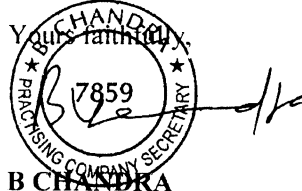
	Particulars	No. of postal ballot forms	Total No. of votes	% of No. of votes representing net valid votes (as per (c) below)
(a)	Total postal ballot forms received	737	30,66,19,785	
(b)	Less: Invalid postal ballot forms (as per register)	30	35,930	
(c)	Net valid postal ballot forms/ No. of votes (as per register)	707	30,65,83,855	
(d)	Postal ballot forms / No. of votes with assent to the Resolution	654	30,65,47,660	99.98%
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	53	36,195	0.02%

Since, 30,65,47,660 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.98% of the total number of votes representing net valid votes cast as per (d) above, I hereby report that the above said Special resolution is passed with requisite majority.



- 3 I have handed over the Postal Ballot Forms and other related papers/registers and records for the safe custody to Mr. T. Sivakumar, Company Secretary of the Company, authorised by the Board to supervise the postal ballot process.
4. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,


B CHANDRA

Company Secretary in Practice

CP No. 7859

- Enclosures: 1. Register of the Scrutinizer
2. Total Postal Ballot Forms 737 in numbers