



ORIENT GREEN POWER COMPANY LIMITED

4th December, 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 are enclosing herewith the Scrutinizer Report issued by Mrs. B. Chandra, Practicing Company Secretary dated 3rd December, 2013 for obtaining the approval of the shareholders of the Company, for appointment of Mr. S Venkatachalam, the Chief Executive officer of the Company as Managing Director for a period of 3 years from 23rd September, 2013 to 22nd September, 2016 by way of Postal Ballot under Section 198 and 269 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 30th October, 2013.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

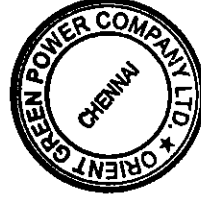
For Orient Green Power Company Limited,

P. Srinivasan

P.Srinivasan

Company Secretary & Compliance Officer

Encl.: Scrutinizer's Report attached.





PRACTISING COMPANY SECRETARY

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December, 3rd 2013

SCRUTINIZER'S REPORT

To

THE COMPANY SECRETARY
M/S ORIENT GREEN POWER COMPANY LIMITED
SIGAPPI ACHI BUILDING, 1ST FLOOR,
18/3 RUKMINI LAKSHMIPATHI ROAD, EGMORE
CHENNAI – 600008

Subject: Special Resolutions under section 198 and 269 of 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 23rd Sep 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 October 30, 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 25th October 2013.
- 1.2 The Public Advertisement with respect to dispatch of postal ballots was published on 2nd November 2013.
- 1.3 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 2nd December, 2013.
- 1.4 Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.

- 1.5 The postal ballot forms were kept under the safe custody in a sealed and tamper proof ballot box.
- 1.6 The ballot box was opened on 2nd December, 2013 at 6.00 p.m. in my presence.
- 1.7 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched /confirmed with the Register of Members of the company/list of beneficiaries as on 25th October 2013 as maintained by the Company.
- 1.8 All postal ballot forms received upto 5.00 PM on 2nd December, 2013, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 1.9 Envelopes containing postal ballot forms received after 5.00 PM on 2nd December, 2013, were not considered for my scrutiny.
- 1.10 848 Envelopes containing postal ballot form were returned undelivered.
- 1.11 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 198, 269, 309, 310 and other applicable provisions of the Companies Act read with Schedule XIII of the Companies Act 1956, for appointment of Mr S Venkatachalam, the Chief Executive officer of the Company as Managing Director for 3 years from 23rd September 2013 to 22nd September 2016 and payment of remuneration as approved by the Remuneration committee and detailed in the statement under Section 102 of the Companies Act 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	500	45,36,18,940	
(b)	Less: Invalid postal ballot forms (as per register)	50	55,644	
(c)	Net valid postal ballot forms/ No. of votes (as per register)	450	45,35,63,296	
(d)	Postal ballot forms / No. of votes with assent to the Resolution	383	45,34,15,453	99.97%
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	67	1,47,843	0.03%

Since 45,34,15,453 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.97% 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 P Srinivasan 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 CHANDRASEKHAR
Company Secretary in Practice
CP No. 7859

Enclosures: 1. Register of the Scrutinizer
 2. Total Postal Ballot Forms 500 in numbers