



ORIENT GREEN POWER COMPANY LIMITED

29th March, 2017

The BSE Limited
Corporate Relations Department,
P.J. Towers,
Dalal Street,
Mumbai-400 001
Scrip Code: 533263

The National Stock Exchange
of India Limited
Department of Corporate Services,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Mumbai-400 051
Scrip Code: GREENPOWER

Dear Sir/Madam,

**Sub: Declaration of voting results of the Postal Ballot pursuant to Regulation 44 of SEBI
(Listing Obligations and Disclosure Requirements)**

The Company had conducted Postal Ballot for passing of ordinary/ special resolutions pursuant to section 108, section 110 of the Companies Act, 2013, and other applicable sections, if any, read with the relevant rules forming part thereof. The last date for receipt of the postal ballot forms/e-votes was fixed at 27th March, 2017, IST 17:00.

Mrs. B. Chandra, Practising Company Secretary, appointed as scrutinizer for organizing and carrying out the Postal Ballot process, has submitted the Scrutinizer's report (*Annexure – 2*) on postal ballot forms received and the votes cast through Central Depository Services Limited (CDSL) platform till 27th March, 2017, IST 17:00.

On the basis of the report received from the Scrutinizer, the Company declared that the resolutions as specified in the Postal Ballot Notice dated 9th February, 2017 were passed with requisite majority.

Further to the above, we herewith enclose the results of the voting of the members of the company in the prescribed format under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), as *Annexure – 1*.

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



Annexure - 1



VOTING RESULTS (E-VOTING & POSTAL BALLOT)

Date of the AGM/EGM/Postal Ballot	28 th March, 2017
Total number of shareholders on record date	30,266
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	
Present in person	Not Applicable
Present in Proxy	
Public:	
Present in person	Not Applicable
Present in Proxy	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	Not Applicable
Public	





Agenda – wise voting results are as below:

Resolution No. 1

Resolution required: (Ordinary/ Special)		Special - To approve the Reappointment of Mr. S. Venkatachalam, as the Managing Director of the Company for further period of 3 years						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of 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
Promoter and Promoter Group	E-Voting	529080573	529080573	100	529080573	0	100	0
	Poll (Not applicable)	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	529080573	529080573		529080573	0		
Public-Institutions	E-Voting	2333325	2333325	100.00	2333325	0	100	0
	Poll (Not applicable)	0	0	0	0	0	0	0
	Postal Ballot	1875	1875	100.00		0	0	0
	Total	2335200	2335200		2333325	0		
Public-Non Institutions	E-Voting	103546	103546	100.00	100279	3267	96.84	0.03
	Poll (Not applicable)	0	0	0	0	0	0.00	0
	Postal Ballot	116306	115831	100	98184	10638	84.76	0.09
	Total	219852	219377		198463	13905	90.47	0.06
Total		531635625	531635150	0	531612361	13905	99.997	0.003

Continuation Sheet





Resolution No. 2

Resolution required: (Ordinary/ Special)		Special - To approve the conversion of loan into Equity Shares pursuant to provisions of section 62(3) and other applicable provisions of the Act.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of 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
Promoter and Promoter Group	E-Voting	529080573	529080573	100	529080573	0	100	0
	Poll (Not applicable)	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	529080573	529080573		529080573	0		
Public-Institutions	E-Voting	2333325	2333325	100.00	2333325	0	100	0
	Poll (Not applicable)	0	0	0	0	0	0	0
	Postal Ballot	1875	1875	100.00	0	0	0	0
	Total	2335200	2335200		2333325	0		
Public-Non Institutions	E-Voting	103546	103546		68971	34575	66.61	0.33
	Poll (Not applicable)	0	0	0	0	0	0.00	0
	Postal Ballot	116306	115831		95209	10563	82.20	0.09
	Total	219852	219377		164180	45138	74.84	0.21
Total		531635625	531635150	0	531578078	45138	99.992	0.008

Continuation Sheet



Resolution No. 3



Resolution required: (Ordinary/ Special)		Ordinary - To approve the Corporate Guarantee issued in favour of City Union Bank Limited on behalf of Clarion Wind Farm Private Limited pursuant to the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions of the Companies Act, 2013.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of 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
Promoter and Promoter Group	E-Voting	529080573	529080573*	100	0	0	0	0
	Poll (Not applicable)	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	529080573	529080573	100	0	0	0	0
Public-Institutions	E-Voting	2333325	2333325	100.00	2333325	0	100	0
	Poll (Not applicable)	0	0	0	0	0	0	0
	Postal Ballot	1875	1875	100.00	0	0	0	0
	Total	2335200	2335200	100	2333325	0	100.00	0.09
Public-Non Institutions	E-Voting	103546	103546	0	94525	9021	91.29	0.00
	Poll (Not applicable)	0	0	0	0	0	0.00	0
	Postal Ballot	116306	115831	0	98974	6798	85.45	0.06
	Total	219852	219377	0	193499	15819	88.20	0.07
Total		531635625	531635150	200	2526824	15819	99.378	0.622

* The number of votes cast by the promoter and promoter group through e-voting is considered as INVALID, since they are interested in this resolution No. 3.





Resolution No. 4

Resolution required: (Ordinary/ Special)		Ordinary - To ratify the Related Party Transaction entered into with Gamma Green Power Private Limited and SVL Limited pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of 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
Promoter and	E-Voting	529080573	529080573*	100	0	0	0	0
Promoter	Poll (Not applicable)	0	0	0	0	0	0	0
Promoter	Postal Ballot	0	0	0	0	0	0	0
Promoter	Total	529080573	529080573		0	0		
Public-Institutions	E-Voting	2333325	2333325	100.00	2333325	0	100	0
Public-Institutions	Poll (Not applicable)	0	0	0	0	0	0	0
Public-Institutions	Postal Ballot	1875	1875	100.00	0	0	0	0
Public-Institutions	Total	2335200	2335200		2333325	0		
Public-Institutions	E-Voting	103546	103546		81730	21816	78.93	0.21
Public-Institutions	Poll (Not applicable)	0	0	0	0	0	0.00	0
Public-Institutions	Postal Ballot	116306	115831		91984	13563	79.41	0.12
Public-Institutions	Total	219852	219377		173714	35379	79.19	0.16
Total		531635625	531635150	0	2507039	35379	98.608	1.392

* The number of votes cast by the promoter and promoter group through e-voting is considered as INVALID, since they are interested in this resolution No. 4.



Resolution No. 5



Resolution required: (Ordinary/ Special)		Ordinary - To approve the Related Party Transaction entered into with Gamma Green Power Private Limited and SVL Limited pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of 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
Promoter and Promoter Group	E-Voting	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll (Not applicable)	529080573	529080573*	100	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	529080573	529080573		0	0		
	Poll (Not applicable)	2333325	2333325	100.00	2333325	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	1875	1875	100.00	0	0	0	0
Public-Non Institutions	E-Voting	2335200	2335200		2333325	0		
	Poll (Not applicable)	103546	103546		79856	23690	77.12	0.23
	Postal Ballot	0	0	0	0	0	0.00	0
	Total	116306	115831		91984	13563	79.41	0.12
Total		219852	219377		171840	37253	78.33	0.17
		531635625	531635150	0	2505165	37253	98.535	1.465

* The number of votes cast by the promoter and promoter group through e-voting is considered as INVALID, since they are interested in this resolution No. 5.



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March 28, 2017

SCRUTINIZER'S REPORT

To

The Managing Director,
ORIENT GREEN POWER COMPANY LIMITED
Sigappi Achi Building,
4th Floor, 18/3 Rukmini Lakshmipathi Road,
Egmore, Chennai-600008.

Subject: Passing of resolution by means of Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, framed there under with regard to Ordinary and Special Resolutions of the Companies Act, 2013 (the Act)

Dear Sir,

Please refer to your letter dated 9th February 2017 appointing me as the Scrutinizer for the purpose of ascertaining the result of the Postal Ballot process for passing Ordinary and Special Resolutions in respect of items mentioned elsewhere in the report.

As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot Forms (both by physical mode & e voting) received from the members of the Company, I hereby submit my report as under:

1.1	The Company on 24 th February, 2017 completed the dispatch of Postal Ballot Forms along with self-addressed postage prepaid envelope to its Members whose e mail ids are not registered with the Company but whose name(s) appeared on the Register of Members/list of beneficiaries as on 17 th February, 2017. In respect of those members whose e mail id is registered with the Company, the Postal ballot forms along with the Notice and Explanatory Statement were sent by e-mail on the same date through M/s Link Intime India Private Limited, the Registrar and Transfer agent of the Company. Members were also given the option to vote electronically on e-voting platform, provided by the Central Services Depository Limited (CDSL), as an alternate, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
1.2	The Public Advertisement with respect to dispatch of postal ballot was published on 27 th February, 2017.



	February 2017 in English Newspaper "Trinity Mirror" & in Tamil Newspaper "Makkal Kural".
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 on Monday, 27 th March 2017 (5.00 P.M). In case of E voting, members were requested to cast their votes electronically on or before Monday, 27 th March 2017 (5.00 P.M.)
1.4	Particulars of all the postal ballot forms received from the Members physically and votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	The postal ballot forms were kept under my safe custody.
1.6	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 17 th February 2017 as maintained by the Company. Votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries and checked for duplication viz, voting by both physical and electronic mode. The votes downloaded from the e-Voting system were collated on 27 th March 2017 after 5 P.M. Duplicate votes detected were invalidated.
1.7	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on 27 th March 2017, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
1.8	No Envelope containing postal ballot forms were received after 5.00 PM on 27 th March 2017
1.9	As per the information provided by the Company and the Registrar and Transfer Agent, there were no defaced or mutilated ballot papers.

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

S. No	Resolutions	Nature of Resolution
1	To approve the Reappointment of Mr. S. Venkatachalam, as the Managing Director of the company for further period of 3 years in terms of section 196, 197, 198, 203 and other applicable provisions of the Act.	Special
2	To approve the conversion of loan into Equity Shares pursuant to provisions of section 62(3) and other applicable provisions of the Act.	Special
3	To approve the Corporate Guarantee issued in favour of City Union Bank Limited on behalf of Clarion Wind Farm Private Limited pursuant to the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions of the Act.	Ordinary
4	To ratify the Related Party Transaction entered into with Gamma Green Power Private Limited and SVL Limited pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary



5	To approve the Related Party Transaction entered into with Gamma Green Power Private Limited and SVL Limited pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013.	Ordinary
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The details of the number of postal ballots received, number of e-voting carried out by members and the valid / invalid votes in respect of the above said resolution are given below.

RESOLUTION No 1 – REAPPOINTMENT OF MD MR S VENKATACHALAM

Particulars		Voter Count	No. of Votes	% of voting to total valid votes
Postal ballot	Invalid	21	7484	
	In favour	166	98184	
	Against	19	10638	
E-voting	Invalid	0	0	
	In favour	44	531514177	
	Against	7	3267	
Total	Invalid	21	7484	
	In favour	210	531612361	99.997
	Against	26	13905	0.003

Since 531612361 votes were in favour of aforesaid Special Resolution constituting 99.997 % of the total number net valid votes cast as per summary above (constituting more than three fourths majority), I hereby report that the above said resolution is passed as special resolution.

RESOLUTION No 2 – CONVERSION OF LOAN INTO EQUITY SHARES UNDER SEC 62 (3)

Particulars		Voter Count	No. of Votes	% of voting to total valid votes
Postal ballot	Invalid	28	10534	
	In favour	161	95209	
	Against	17	10563	
E-voting	Invalid	0	0	
	In favour	43	531482869	
	Against	8	34575	
Total	Invalid	28	10534	
	In favour	204	531578078	99.992
	Against	25	45138	0.008

Since 531578078 votes were in favour of aforesaid Special Resolution constituting 99.992 % of the total number net valid votes cast as per summary above (constituting more than three fourths majority), I hereby report that the above said resolution is passed as special resolution.



RESOLUTION No 3 TO ISSUE CORPORATE GUARANTEE TO M/S. CLARION WIND FARM PRIVATE LIMITED

Particulars		Voter Count	No. of Votes	% of voting to total valid votes
Postal ballot	Invalid	28	10534	
	In favour	132	98974	
	Against	46	6798	
E-voting	Invalid	6	529080573	
	In favour	32	2427850	
	Against	13	9021	
Total	Invalid	34	529091107	99.378
	In favour	164	2526824	
	Against	59	15819	

Since 2526824 votes were in favour of aforesaid Resolution constituting 99.378 % of the total number net valid votes cast as per summary above (no of votes cast in favour being more than votes cast against), I hereby report that the above said resolution be passed as an ordinary resolution.

RESOLUTION No 4 – TO RATIFY RELATED PARTY TRANSACTION

Particulars		Voter Count	No. of Votes	% of voting to total valid votes
Postal ballot	Invalid	29	10759	
	In favour	159	91984	
	Against	18	13563	
E-voting	Invalid	6	529080573	
	In favour	33	2415055	
	Against	12	21816	
Total	Invalid	35	529091332	98.608
	In favour	192	2507039	
	Against	30	35379	

Since 2507039 votes were in favour of aforesaid Resolution constituting 98.608 % of the total number net valid votes cast as per summary above, I hereby report that the above said resolution be passed as an ordinary resolution.



RESOLUTION No 5 – TO APPROVE RELATED PARTY TRANSACTIONS

Particulars		Voter Count	No. of Votes	% of voting to total valid votes
Postal ballot	Invalid	29	10759	
	In favour	159	91984	
	Against	18	13563	
E-voting	Invalid	6	529080573	
	In favour	33	2413181	
	Against	12	23690	
Total	Invalid	35	529091332	
	In favour	192	2505165	98.535
	Against	30	37253	1.465

Since 2505165 votes were in favour of aforesaid Resolution constituting 98.535% of the total number net valid votes cast as per summary above, I hereby report that the above said resolution be passed as an ordinary resolution.

3. I have handed over the Postal Ballot Forms, the data sheet relating to e-voting and other related papers/registers, records for the safe custody to the Company Secretary, authorized 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

