

ORIENT GREEN POWER COMPANY LIMITED
CHENNAI

PROCEEDINGS OF THE SIXTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 03.00 PM. ON MONDAY THE 12TH AUGUST 2013 AT MINI HALL, SRI KRISHNA GANA SABHA, 20, MAHARAJAPURAM SANTHANAM ROAD, T.NAGAR, CHENNAI – 600 017

Members in person: 326 as per attendance slip
Proxies Present : 2

DIRECTORS PRESENT:

Mr. N. Rangachary	Chairman
Mr. P. Krishnakumar	Managing Director
Mr. R Sundararajan	Director
Mr. S Srinivasan	Director
Mr. S Venkat Ram	Director
Maj Gen A L Suri	Director

In Attendance: Mr. P. Srinivasan – Company Secretary
Mr. J. Sivakumar- Chief Financial Officer

Invitees: Mr. Sriraman Parthasarathy- Partner, Deloitte Haskins & Sells,
Chartered Accountants

Mr. N. Rangachary, Chairman of the Company took the Chair. The Chairman extended a warm and hearty welcome to shareholders present at the Annual General Meeting of the Company.

The Chairman after confirming that the requisite quorum was present called the meeting to order.

Notice of AGM:

The Chairman stated that with the permission of the members present, the Notice of the Meeting 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 Sixth Annual General Meeting was taken as read.

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

The Chairman then requested Mr. J Sivakumar – Chief Financial Officer to read the Statutory Auditor's Report for the year ended 31st March, 2013.

The Statutory Auditors' Report and the comments of the Statutory Auditors were then read out by Mr. J. Sivakumar, Chief Financial Officer.

The Chairman then took the items as per Agenda.

Ordinary Business:

1. Adoption of Accounts for the year ended 31st March, 2013

Mr. N. Rangachary, Chairman proposed the following Ordinary Resolution.

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss of the Company for the year ended 31st March, 2013 and the Cash Flow Statement together with the Directors' Report and the Auditors Report thereon be and are hereby approved and adopted".

Mr. T. Sriraman, seconded the above Ordinary Resolution

The Chairman then invited, from the members, any clarification on the annual accounts of the Company. Thereafter, several members participated in the discussions and put forth their queries about the performance and plans of the Company and Mr. P. Krishnakumar, Managing Director of the Company replied suitably to the questions being asked.

The Chairman then requested Mr. P Krishnakumar, Managing Director of the Company to make a presentation to the members on the performance of the Company and Subsidiaries, the status of expansion plans and the outlook for the industry. Accordingly, Mr. P Krishnakumar, Managing Director in his presentation explained on the outline of Renewable Energy Industry in India and the performance and status of the expansion plans of the Company.

Further, the Company's operational / financial performance for 2012-13 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.

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 by the Chairman on a show of hands and was declared carried unanimously.

2. Appointment of Mr. R. Ganapathi, as Director, liable to retire by rotation

The Chairman then took up for consideration Item no.2 of the Notice regarding re-appointment of Mr. R. Ganapathi, Director of the Company, who retires by rotation at this meeting and being eligible, offers himself for re-appointment and requested the Members to propose and second the following Resolution as an Ordinary Resolution :

CHAIRMAN'S
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Mr. Rathinasamy Selvan moved the following Ordinary Resolution



"RESOLVED THAT Mr. R. Ganapathi, a Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

Mr. R. Narayanan seconded the above Ordinary Resolution.

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

3. Appointment of Maj Gen. A L Suri, as Director, liable to retire by rotation

The Chairman then took up for consideration Item no.3 of the Notice regarding re-appointment of Maj Gen A L Suri, Director of the Company, who retires by rotation at this meeting and being eligible, offers himself for re-appointment and requested the Members to propose and second the following Resolution as an Ordinary Resolution :

Mr. K Muralidharan moved the following Ordinary Resolution

"RESOLVED THAT Maj Gen A L Suri, a Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

Mr. S. Avudaiappan seconded the above Ordinary Resolution.

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

4. Appointment of Mr. P. Abraham, as Director, liable to retire by rotation

The Chairman then took up for consideration Item no.4 of the Notice regarding re-appointment of Mr. P. Abraham, Director of the Company, who retires by rotation at this meeting and being eligible, offers himself for re-appointment and requested the Members to propose and second the following Resolution as an Ordinary Resolution :

Mrs. Rajani E N moved the following Ordinary Resolution

"RESOLVED THAT Mr. P. Abraham, a Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

Mr. V. Balasubramanian seconded the above Ordinary Resolution.

The above Ordinary Resolution was put to vote by the Chairman on a show of hands and was declared carried with majority.

5. Re-appointment of Statutory Auditors and to fix their remuneration

The Chairman then took up for consideration Item no. 5 of the Notice regarding re-appointment of M/s. DELOITTE HASKINS AND SELLS, Chartered Accountants, Chennai as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and requested the Members to propose and second the following Resolution as an Ordinary Resolution :

Mr. V K Krishnan, 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. R. Narayanan seconded the above Ordinary Resolution

The above Ordinary Resolution was put to vote by the Chairman on a show of hands and was declared carried with majority.

Special Business:

6. Appointment of Mr. Himraj Dang, as Director, liable to retire by rotation.

The Chairman then took for consideration Item no.6 of the notice regarding appointment of Mr. Himraj Dang as the Director of the Company. The Chairman stated that Mr. Himraj Dang was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 30th May, 2013 and he ceases to hold office at this Annual General Meeting of the Company.

The Chairman further stated that the Company has received a notice in writing proposing his candidature for the office of the Director and requested the Members to propose and second the following Resolution as an Ordinary Resolution :

Mr. K. Saminathan moved the following Ordinary Resolution

RESOLVED THAT Mr. Himraj Dang 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. Himraj Dang, as a Director of the Company liable to determination through retirement by rotation.

Mr. K Muralidharan seconded the above Ordinary Resolution.

CHAIRMAN'S INITIAL The above Ordinary Resolution was put to vote by the Chairman on a show of hands and was declared carried with majority.



7. APPROVING AND GRANTING INTER CORPORATE LOANS AND ADVANCES AND TO FURTHER INVEST IN THE SUBSIDIARIES UNDER SECTION 372 A OF THE COMPANIES ACT, 1956

The Chairman then took up for consideration Item no. 7 of the Notice regarding granting inter corporate loans and advances and further invest in the subsidiaries under Section 372 A of the Companies Act, 1956 and requested the Members to propose and second the following Resolution as an Ordinary Resolution :

Mr. S. Avudaiappan moved the following Special Resolution

RESOLVED THAT pursuant to the provisions of Section 372 A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Foreign Exchange Management Act, 1999, if required and all other applicable Rules, Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities, consent of the members of the Company be and is hereby accorded to the Board, to invest in, acquire by way of subscription, purchase or otherwise Equity/ Preference Shares of any one or all of the Subsidiaries of the Company and / or to give Loans and advances and/or provide Securities for an amount not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores only) as detailed in the Explanatory Statement in one or more tranches to any one of the Subsidiaries of the Company requiring approval under Section 372A of the Companies Act, 1956 and also to invest in, acquire by way of subscription, purchase or otherwise in Equity/ Preference Shares of any other company or to give loans and advances, which may be subject to the provisions of Section 372A of the Companies Act, 1956.

RESOLVED FURTHER THAT the Investment/Borrowing Committee of the Board of Directors be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the Investment to be made, Loans to be granted and Securities to be provided to any one or all Subsidiaries without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution.

Mr. K. Saminathan seconded the above Special Resolution.

The above Special Resolution was put to vote by the Chairman on a show of hands and was declared carried unanimously.

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

PLACE : CHENNAI

DATE : 12-08-2013


CHAIRMAN OF THE MEETING

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