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Orient Electric Limited

CIN: L31100OR2016PLC025892

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Corporate Office:

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4th Annual General Meeting of Orient Electric Limited to be held through Video Conferencing / Other Audio Visual Means, Book Closure and Final Dividend

Notice is hereby given that the 4th Annual General Meeting ('AGM') of Orient Electric Limited (the 'Company') will be held on **Friday, August 07, 2020 at 11:00 A.M., IST**, through Video Conferencing ('VC')/ Other Audio Visual Means ('ORVM'), in compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 ('Listing Regulations') and General Circular number 20/2020 dated May 05, 2020 read with Circular numbers 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and all other applicable laws and circulars issued by the Ministry of Corporate Affairs, and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as 'Circulars'), to transact the business set out in the Notice convening the 4th AGM. The Company has engaged the services of KFin Technologies Private Limited ('KFin Tech') as the authorised agency for conducting this AGM through VC/ ORVM and providing e-voting facility.

In compliance with the Circulars, Notice of the 4th AGM along with Annual Report for the financial year 2019-20 will be sent only through emails to all those shareholders whose email addresses are registered with the Company/Depository Participant(s). Notice of the 4th AGM along with Annual Report for the financial year 2019-20 will also be available on the Company's website, at www.orientelectric.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of Registrar and Share Transfer Agent ('RTA') of the Company, KFin Tech at <https://evoting.karvy.com>. As per the provisions of Section 103 of the Act, shareholders attending the AGM through VC / ORVM shall be counted for the purpose of reckoning the quorum. Shareholders as on the cut-off date of July 31, 2020 will be able to attend the AGM through VC / ORVM by clicking the link <https://emeetings.kfintech.com>. All the businesses as set out in the Notice of the 4th AGM will be transacted through voting by electronic means. Shareholders may cast their votes through remote e-voting at <https://evoting.karvy.com> by using the login credentials and passwords to be shared through email. The facility of e-voting shall also be made available during the AGM ('Insta Poll') and shareholders, holding shares either in physical or demat mode, attending the AGM and have not cast their vote by remote e-voting, will be able to vote during the AGM through Insta Poll.

Detailed instructions (including User ID and Password) for attending the AGM and the manner of e-voting (including remote e-voting) by the shareholders, holding shares in demat mode or physical mode and also those who have not registered their email address, is provided in the Notice of the AGM and shall also be sent through email. If the shareholder is already registered with e-voting platform of the KFin Tech he/she can use his / her existing User ID and Password for login and e-voting.

Shareholders holding shares in dematerialized mode who have not registered / updated their email addresses with their depository participants, are requested to register/ update their email addresses and mobile numbers with their depository participants with whom they maintain their demat accounts. Shareholders holding shares in physical mode who have not registered / updated their email addresses with the Company / RTA, are requested to furnish their email addresses and mobile numbers with the Company's RTA, KFin Tech by clicking the link: https://ris.kfintech.com/email_registration/ for receiving the Notice of the AGM, Annual Report and other communications electronically or alternatively by writing an email to RTA, at einward.ris@kfintech.com providing the name of the shareholder, folio number and attaching self-attested scanned copies of their share certificate, PAN card and Aadhar.

Notice is also hereby given that as per the provisions of Section 91 of the Act read with Companies (Management and Administration) Rules, 2014, as amended, and Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, August 01, 2020 to Friday, August 07, 2020 (both days inclusive)** for the purpose of 4th AGM and for the payment of Final Dividend for the financial year ended March 31, 2020. The Final Dividend, if approved by the shareholders at the AGM, will be paid through electronic bank transfer made on or before Saturday, September 06, 2020 to those shareholders, holding shares in physical form, whose names shall appear on the Company's Register of Members as on the close of business hours on Friday, July 31, 2020 and in case of holding in demat mode whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on the close of business hours on Friday, July 31, 2020. As per above Circulars, the Final Dividend will be paid, electronically through online transfer modes to those shareholders who have updated their bank account details. For shareholders who have not updated their bank account details, dividend warrants/ demand drafts/ cheques will be sent to their registered addresses once the postal facility resumes. To avoid delay in receiving the dividend directly in the bank accounts, shareholders are requested to update their bank account details with their depositories (where shares are held in dematerialized mode) and with the Company's RTA (where shares are held in physical mode) by sending a signed request alongwith details of folio number, name of shareholder, bank name, bank account number, IFSC, MICR and a canceled cheque leaf with name of the shareholder printed thereon at KFin Technologies Private Limited, Unit: Orient Electric Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad 500 032 or over email at einward.ris@kfintech.com.

Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of Shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source at the prescribed rates from dividend to be paid to shareholders. The tax rate would vary depending on the residential status of the shareholder and documents registered with the Company/ depositories. For the prescribed rates under various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, as applicable, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, PAN, Form 10F, any other document which may be required to avail the tax treaty benefits. Above documents can be provided either by sending an email to einward.ris@kfintech.com or by uploading the self-attested documents at <https://ris.kfintech.com/form15> on or before July 31, 2020. Any communication on the tax determination/deduction received post July 31, 2020 shall not be considered. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

By order of the Board of Directors
For Orient Electric Limited
Sd/-
Hitesh Kumar Jain
Company Secretary

Place: New Delhi
Dated: July 10, 2020